

BOARD OF GOVERNORS

Minutes of the meeting held on 21 October 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
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
Helen Stalker	Independent member	
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	
Alison Kerwin	Director of Marketing, Communications & Student Recruitment	<i>For item BG.24.027</i>
Paul Malone	Chief Executive, Edge Hill Students' Union	
Rhona Morris	Governance, Projects & Policy Manager	Secretariat
Liam Owens	Pro Vice-Chancellor (Marketing, Student Recruitment and Student Administration)	
Michael Sprigg	Interim Head of Finance	

Apologies

Tony Healy
Lynn Hill

Independent Governor
Pro Vice-Chancellor (Resources)

BG.24.027 Presentation: Emerging Technologies: Sector Trends, Board-Level Insights and Assurance Priorities

Representatives from Jisc (Simon Birkett, Matt Gallon and Sarah Knight) attended at the Board's invitation to deliver a presentation on emerging technologies and their impact on the Higher Education sector. The presentation was well received, leading to stimulating discussion. In this debate, the following information was noted:

- Use of the framework can help organisations and their boards to ascertain the baseline level of skills, confidence, and expectations of technologies. This may then be used to inform targets for future development. There are a range of frameworks available, including digital maturity models.
- Governors need to be active participants in developing and owning a digital strategy. The board should test evidence around the baseline and fit against the organisational business plan, expect to receive regular reports on digital strategy development, and be alert to the benefits and risks of digital transformation.
- A digital transformation strategy encompasses all aspects of digital change, including consideration of the people and processes which underpin the strategy. Ensuring the correct environment and culture to enable digital change is vital to its success.
- It is important for organisations to fully understand what they are seeking to achieve through digital transformation before embarking on any project. This process involves honest conversations at all levels of the organisation, including with key stakeholders such as alumni or external partners. It may also require development for staff and governors to ensure commonality in understanding the key terms and concepts being explored. Failure to undertake this level of preparation could jeopardise the success of any project, particularly in failing to foster buy in from operational staff.
- Other providers, and organisations in other sectors, are embracing digital technologies as an enabler for their strategic plans. The concept of a 'smart campus' is gaining traction and the University must be able to compete at a digital level.

- Current use of emerging technologies at the University is patchy, with some departments embracing change and others demonstrating less confidence or awareness of the tools available. There has been a particular focus on embedding digital in the curriculum, through the expanded use of the virtual learning environment and enhanced staff training. Each faculty has identified digital learning Fellows to champion technology amongst the academic community. Thus far, there has been less focus on the use of technologies in professional services.
- The Student Governors confirmed that application of digital technologies programs has given them exposure to emerging practice. This will enhance their employability, giving them the edge over candidates who have not had this experience.

BG.24.028 Declarations of Interest

None.

BG.24.029 Chair's Announcements

.01 University Successes

The National Institute of Health and the Care Research (NIHR) has awarded the University £2.5 million to expand research into the mental health of children and young people. This grant will fund the establishment of a new project to benefit young people in the region, primarily in St Helens, Knowsley, and Wigan. On behalf of the Board, the Chair has offered congratulations and best wishes to all involved in this important work.

.02 Committee Membership

The Governance and Nominations Committee has approved the addition of Tony Healy to the Audit and Risk Committee membership. Tony's significant experience in digital technologies and infrastructure will allow the committee to develop its understanding of cyber-related risks.

The Chair of the Governance and Nominations Committee has also taken Chair's Action to appoint Andrew Cooper as Lead Governor for Research. Andrew has substantial experience in the higher education

sector, and has already met with the Pro Vice-Chancellor (PVC) (Research) as part of his induction to the new role.

.03 Capital Developments

Governors are invited to tour the newly-completed Life Sciences Building, Students' Union Building and student accommodation immediately prior to November's Board meeting. The tour will depart from Hale Hall at 4:00pm on 18 November.

BG.24.030 Chair's Action

There was no Chair's Action.

BG.24.031 Minutes of the previous meeting

Received: Document BG/019/24

Governors noted two omissions from the minutes which would provide greater clarity on the debate relating to Student Outcomes and Graduate Outcomes Survey Data Results (BG.24.012):

1. A governor observed that highly skilled employment included only 72% of Edge Hill graduates, meaning that the University placed only 63rd for high-level employability in one key league table. The Vice-Chancellor suggested that an 80% target for this metric would be reasonable.
2. Members noted that some students on non-vocational programmes have low employment aspirations. Support is provided both through the curriculum and central support to increase awareness of the career opportunities available to graduates of these programmes.

The minutes of the meeting held on 16 September 2024 were agreed as an accurate record subject to the changes detailed above.

BG.24.032 Action Log

Received: Document BG/020/24

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

The Action Log was received.

BG.24.033 Matters arising not included elsewhere on the agenda

There were no matters arising.

SECTION A ITEMS

BG.24.034 Vice-Chancellor's Report

Received: Document BG/021/24

Reported: The Vice-Chancellor provided a comprehensive overview of the University's operating environment. He provided an update on student numbers, noting that final figures will be provided in November. Whilst there was a small decline in numbers, the University anticipates a positive January intake.

Nonetheless, the need to improve income and manage costs remains. In line with this, the Vice-Chancellor reported that the capital developments projects appeared to have been achieved within £1m of the costings predicted in 2021. Some minor works remained to all three developments, but the majority of the facilities are now complete and in use.

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

- The University is taking a proactive approach to recruiting the 2025 cohort. Actions include the introduction of six new programmes to better meet applicant interest, and creating opportunities for school groups to visit the campus. Members noted continued stagnation in the market, with only 0.4% growth in sector demand, and continued disinterest in teaching and nursing professions. The PVC (Marketing, Student Recruitment and Student Administration) offered to circulate the Brand and Marketing Strategy Update provided in May to newer members of the Board.

Action: PVC (Marketing, Student Recruitment and Student Administration)

The recruitment market continues to be highly competitive, with high tariff institutions compensating for fixed tuition fees and reduced international demand by lowering their tariffs and accepting large volumes of home students. Whilst this may affect the quality of the student experience at these providers, it was unlikely to have an impact on their reputation or ability to recruit in the short term, and would therefore likely continue. The University is lobbying to introduce measures to improve sustainability and student experience across the sector.

- The new programmes and infrastructure will also generate opportunities for new areas of research. The University has invested in equipment and facilities to enable these developments, but did so in proportion to the levels of income generated through research activity.
- As a discrete organisation, the Students' Union (SU) is responsible for absorbing the costs incurred by the revised Welcome Week plans resulting from the delayed building work. The Chief Executive of the SU confirmed that it had been a difficult start to the new year. However, once fully completed, the new facilities will be an asset to Edge Hill's students, and the SU would do all within its means to ensure a high-quality experience for all stakeholders.

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

BG.24.035 Student Report

Received: Document BG/022/24

Reported: The Students' Union (SU) Representative confirmed that the circulated report remained accurate.

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

- Students based at the St James's campus in Manchester have previously reported feeling isolated from the SU's activities. The SU President for Health, Social Care and Medicine will make these students a priority for her year in office. The SU is visiting the campus at least monthly and is developing materials which are targeted to the specific needs of students based in Manchester. This is underpinned by a series of social media posts and videos specifically for Manchester students.

- The work being undertaken by the President for Education on AI technology is specific to the student perspective. Nonetheless, any findings of institutional interest will be reported through the deliberative academic governance structure to ensure that learning is shared.
- The SU is working with colleagues in IT Services on a data migration issue affecting the dashboards previously presented to governors. It is intended that these dashboards will be reintroduced to future reports.

Agreed: To receive the Student Report.

BG.24.036 Succession Planning: Update Report

Received: Document BG/023/24

Reported: The Chair introduced the report which updated Governors on plans following the Vice-Chancellor's resignation. He thanked members of the Board, the Vice Chancellor Resignation and Recruitment Committee (VCRR) and the wider Edge Hill community for substantive and constructive input into the development of the candidate pack. The Chair noted that the feedback provided through various stakeholder engagement opportunities would also prove helpful to the development of the next strategic plan.

Advertising for the Vice Chancellor's position will go live on Wednesday 23 October. Governors were asked to share this advertisement with their personal and professional networks once it is live. The candidate pack was generated following input from Board members and the wider community, and will both inform prospective applicants and act as another marketing tool for the University.

The application window will close on 17 November. Governors will receive an update on application numbers at the meeting on 18 November.

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

- Whilst the University has appointed a recruitment agency, Perrett Laver, to support the process, the Board will retain full control over

the recruitment activity. Full due diligence will be undertaken on all candidates both by Perrett Laver and the University, and a champion-challenge process will be undertaken with Perrett Laver at both long- and shortlisting stages. In addition, an external advisor with significant experience of the higher education sector at a senior level will be identified to support the selection panel. The shortlisted candidates will undergo a range of assessment tasks in February, involving all Governors, to ensure a rigorous process.

- Staff have accepted the news of the Vice Chancellor's resignation well and were reassured by the stakeholder engagement sessions hosted by the Chair in September. Colleagues are confident that the Board has established an appropriate process to identify the next Vice-Chancellor and welcomed the opportunity to contribute to this through the staff survey and various stakeholder groups.
- An extraordinary Board of Governors meeting will be scheduled for 13 February to allow for final decision-making.

Action: Clerk

Agreed: To receive the Succession Planning: Update Report.

BG.24.037 Student Services Provision

Received: Document BG/024/24

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

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

- The inclusion of Student Services in the autumn monitoring process is an important step forward in ensuring joined-up services across the University. This representation will support the identification of challenges within departments in accessing the resources available to academics and students.
- Governors welcomed the changes made to support students in applying for the Disabled Students Allowance (DSA), particularly the interim support provided in advance of DSA funding. This is not common across the sector and the University was commended for its inclusive approach. The Vice Chancellor reported that the

University has increased its spending on support for disabled students by 30% in the last 12 months.

Agreed: To receive the Student Services Provision Report.

SECTION B ITEMS

BG.24.038 Committee Chair Update: Audit & Risk Committee (21 October 2024)

Reported: The Chair of the Audit & Risk Committee updated members on that afternoon's meeting, highlighting the following items:

- The Committee considered a proposal from the Interim Head of Finance on the approach to the 2025 external tendering process. Further work on this process was commissioned and will return to the Board of Governors for approval in due course.
- The Board Assurance Framework (BAF) continues to mature, and members appreciated additional changes which will help to clarify changes in the risk profile. As part of the item, members discussed in detail the progress of Project Transform, the replacement of the student record system, which has been delayed by 12 months. The Committee was assured on risk management but recommends that the Board has a detailed conversation on the financial implications of the delay and lessons learned exercise when it receives the BAF report next month.
- Committee members noted that there had been a slightly worsening performance reflected in the Financial Statements. However, they were confident that the accounting processes were robust and appropriate and are happy to recommend them to the Board.
- External auditors have concluded their work and contend that the accounts present a true and fair view of the University's position. They have no concerns about our Going Concern statement, though the Committee noted some stark changes to previous years' submissions, reflecting the changing operating environment.

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

- The Board will receive a full update on Project Transform as part of the BAF item scheduled for November. The PVC (Marketing, Student Recruitment, and Student Administration) provided assurance that the University is doing everything possible to

minimise the financial implications of the delay. He noted that the primary expense was an implementation fee which will remain static regardless of the time taken to complete implementation.

- All parties were working to ensure that the University can undertake a robust tendering process for new external auditors in the minimum timescale. The Committee Chair expects to see a revised process within the next month and, if appropriate, will then recommend it to the Board for full consideration.

Agreed: To receive the Committee Chair's Update.

BG.24.039 Interim Health and Safety Update

Received: Document BG/025/24

Reported: The Vice-Chancellor confirmed that there was no information to add to the report.

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

- Members considered that some information contained within the report could be more clearly presented and asked for further clarification on the following:
 - The Executive Summary attributed the increase in high-risk actions to more robust processes and a new audit partnership. Governors sought further assurance to support this statement through comparator information.
 - Paragraph 6 appears to suggest that an increase in FM staff accidents was both expected and accepted. This was noted as clumsy phrasing, but the Vice-Chancellor was asked to satisfy himself that there was no cause for concern relating to injuries in the department.
 - The institutional review of health and safety excluded faculties and departments. As health and safety is an organisation-wide issue, Governors sought assurance on the value of the review.

The Vice-Chancellor was asked to seek a response to these concerns which will be conveyed to Governors via the Clerk. If required, the Audit & Risk Committee will be asked to take a deeper look at health and safety risk.

Action: Vice-Chancellor/Clerk

- Members noted that the full Health and Safety Annual Report will be considered by the Board in the Spring. They agreed that the report should:
 - Include a total number of accidents, including sporting injuries, which is then disaggregated into discrete categories. The same should apply to RIDDOR reportable incidents.
 - Make reference to the number of high-risk audit actions completed and closed as well as the number raised.

Action: PVC (Resources)

Agreed: To receive the Interim Health & Safety Update.

BG.24.040 Draft Financial Statements

Received: Document BG/026/24

Reported: The Interim Head of Finance and the Vice-Chancellor confirmed that there was no further information to add to the circulated report.

The Chair reminded Governors that the Financial Statements represented a matter of fact and encouraged Governors to reserve any questions on the current financial circumstances to the following item.

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

- Given the reduced student numbers and subsequent tuition fee income, the University had performed well and was only slightly short of its budgeted surplus. This was due to the strong performance of its investments and the delayed building works. Governors noted that interest rates were likely to fall in the next 12 months, reducing this cushion for future years.
- Governors were keen to develop a clear and consistent set of performance indicators for finance, which ensures alignment between in-year and end-of-year reporting. This will give the Board assurance of sound management. The Chair reminded members that the PVC (Resources) has already committed to an action to review financial reporting.

- The Vice-Chancellor agreed to review the reason for the staff turnover figure presented in the performance indicators, which appeared to be substantially higher than in previous years. This will be reported to Governors in due course.

Action: Vice-Chancellor

- Governors noted a small number of typographical errors and inconsistencies and asked for detailed proof reading to be undertaken before the final Statements are submitted.

Action: PVC (Resources)

Agreed: To receive the Draft Financial Statements.

BG.24.041 Finance: Management Information

Received: Document BG/028/24

Reported: The Interim Head of Finance introduced the item and confirmed that there was no information to add to the circulated report. He reminded Governors that it was too early in the financial year to provide detailed insight, particularly as student numbers for 2024/25 were not yet confirmed. He thanked Governors involved in the Budget Scrutiny Panel and the Lead Governor: Finance for their support and commitment to ensuring sound financial governance.

The Vice-Chancellor confirmed that a full review of the financial position would be undertaken following the production of November's accounts. Given the limited avenues for income generation, indications suggest that in 2024/25, the University needs to focus on reducing its cost base. The PVC (Resources) has already started implementing a number of controls.

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

- A Budget Scrutiny Panel, chaired by the Lead Governor: Finance, had convened to maintain the Board's close scrutiny of financial performance and governance. The Panel sought clarification on why the University no longer projected a surplus for the 2024/25 financial year, and had noted a number of appropriate cost management initiatives being instigated by the PVC (Resources) and Interim Head of Finance.

- The prevailing circumstances indicate that the Board may benefit from a Finance Committee. The Lead Governor: Finance and the PVC (Resources) are therefore in the process of developing draft Terms of Reference for future consideration by the Board. Members noted that it would be unhelpful for finances to be considered in complete isolation, but the Chair expressed reluctance to accept a scope which was too wide-ranging. Governors warmly welcomed the opportunities a new Committee would provide for enhanced financial governance and more transparent reporting.
- In the longer term, the University will continue to seek growth opportunities to further increase its stability. This will include a boosted January intake, and the launch of six new programmes from September 2025. The latter are already attracting applicants who would not previously have considered Edge Hill and, as the staff to deliver the programmes are already in place, will not incur additional spend.
- There is a careful balance to strike between controlling costs and damaging quality and, therefore, long-term sustainability. The University's successful financial performance to date allows us to take a more considered approach than other institutions. In addition, managers are being more strategic in identifying cost management strategies, particularly in relation to staffing. Noting experiences in other sectors, Governors encouraged the Executive to be proactive in taking difficult decisions in a considered way before they become unavoidable.
- The Board will be given the opportunity to consider a range of business models at its Strategy & Development Day in January, including two-year degrees and degree apprenticeships. The PVC (Marketing, Student Recruitment and Student Administration) will present the pros and cons of each model to allow an informed and comprehensive discussion.

Action: PVC (Marketing, Student Recruitment and Student Administration)

- Governors were assured that the Lead Governor: Finance continues to have regular meetings with the PVC (Resources) and will alert the Board to any concerns.

Agreed: To receive the Finance: Management Information

BG.24.042 Scheme of Delegation

Received: Document BG/029/24

Reported: The Clerk introduced the draft Scheme of Delegation, confirming that no material changes had been introduced.

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

- A minor typographical error was identified and will be corrected prior to publication.

Action: Clerk

Agreed: **To approve the Scheme of Delegation 2024-25.**

BG.24.043 Any other business

There was no other business.

SECTION C ITEMS

The following items were received for information:

BG.24.044 Audit & Risk Committee: Summary (September 2024) (*Document BG/030/24*)

BG.24.045 Date and time of next meeting

The next meeting is scheduled for 18 November 2024.