

BOARD OF GOVERNORS

Minutes of the meeting held 15 November 2021

Present

Clive Edwards	Independent member	Chair of the Board
Helen Smallbone		Clerk to the Board
Julian Bucknall	Independent member	
Graeme Collinge	Independent member	
Neil Dixon	Support staff member	Elected/Co-opted
Christine Donnelly	Independent member	
Clive Elliott	Independent member	
Amanda Fulford	Teaching staff member	Elected/Co-opted
Lisa Greenhalgh	Independent member	Chair: Audit Committee
Jane Moore	Academic Board nominee	
Rhiannon Muise	Student member	
Jo Nettleton	Independent member	
Louise Robinson	Independent member	
Mike Rush	Independent member	
Mike Tate	Independent member	

In attendance

Lynda Brady	Pro Vice-Chancellor (Student Experience) & University Secretary
Steve Igoe	Deputy Vice-Chancellor
Paul Malone	Chief Executive, EHSU

Apologies

John Cater	Ex-Officio	Vice-Chancellor
Joanne Flitcroft	Independent member	
Chloe Moran	Student member	

BG.21.045 Declarations of interest

Members confirmed the accuracy of the information recorded in the Register of Declared Interests. No other interests were reported.

BG.21.047 Chair's announcements

.01 Office for Students

Following a consultation process earlier in the year, the Office for Students (OfS) has updated its guidance concerning reportable events. The guidance now provides greater detail on the type of event the OfS expect to be submitted, and reinforces the Board's role in ensuring oversight of the mechanisms for reporting relevant issues. The University's existing process for reportable events remains sufficient in the immediate term, although a more agile approach will be required given the widened scope of the scheme. **A written briefing will be provided by the Clerk.**

Action: Clerk

The OfS has also published a range of other briefings and guidance which detail its aim to transition from registering new providers to monitoring existing providers. We therefore expect more visible regulatory action will be taken in 2022. Key regulatory priorities will concern the quality and standard of academic provision, along with ensuring equality of opportunity in enabling students to access and succeed in higher education. Other 'enabling regulation' will occur to ensure that these strategic priorities can be delivered.

This next strategic period for the OfS will be driven by a reformed leadership team. A new Chair was appointed in April and the current CEO, Nicola Dandridge, leaves the organisation in spring 2022. This has potentially significant implications for the future direction of the organisation and its regulatory approach.

.02 Board membership

The Board's thanks and good wishes were conveyed to Neil Dixon who was attending his final meeting as the Support Staff Governor.

In response, Neil reflected on his positive experiences on the Board, thanking the Chair and his fellow governors for the interesting insight into corporate governance.

An election will be held for support staff to nominate a new governor for their constituency. The Board will be updated on the results in due course.

Action: Clerk

BG.21.048 Chair's Action

There was no Chair's Action to report.

BG.21.049 Minutes of the previous meeting

Received: Document BG/037/21

The minutes of the meeting held on 18 October 2021 were agreed as an accurate record.

BG.21.050 Action Log

Received: Document BG/038/21

An item on stakeholder engagement with the Remuneration Committee remains outstanding. The Clerk advised that an updated Remuneration Code was due to be launched in December, which may support the Board to close the action. In response, the Chair requested a meeting of the **Remuneration Committee be convened in the new year** to consider the updated guidance. This meeting should also consider appropriate transparency between the Committee and Board.

Action: Clerk

All other items were noted as complete or in progress.

The Action Log was received.

BG.21.051 Matters arising not included elsewhere on the agenda

Reported .01 *Preventing and addressing harassment and sexual misconduct*

In September, the Board considered a report which aimed to provide assurance about the University's compliance with the minimum requirements set out in the above OfS statement of expectations. This item prompted significant discussion, with members keen to learn more about how the University would go beyond the baseline and exceed minimum requirements. Two governors (Louise Robinson and Rhiannon Muise) were nominated to meet with University management to better understand the University's action plan for enhancement. Following a detailed briefing about the cross-institutional group responsible for delivering the action plan, both governors were assured by its progress to date. It was noted that more clarity around the training programme in place to support staff in supporting students would be useful. Members requested a **brief verbal report to be provided at a future meeting of the Board.**

Action: Deputy Vice-Chancellor / PVC Student Experience

Resolved: To confirm satisfaction with the University's arrangements (and action plan) for preventing and addressing harassment and sexual misconduct.

SECTION A ITEMS

BG.21.052 Vice-Chancellor's Report

Received: Document BG/039/21

Reported: The Deputy Vice-Chancellor (DVC) introduced the report, drawing attention to the continued delay in the publication of a range of higher education policy documents. He noted the lack of relevant detail in the recent Comprehensive Spending Review announcements, and the ongoing uncertainty about the Government's response to the Augar Review.

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

- *Response to the policy environment*
Whilst broad policy objectives may be clear, the finer details of government policy will not be clarified until final documentation is confirmed. Changes which may seem inevitable at this stage may not materialise once policy objectives are translated into practice. Further, the Government faced difficult decisions about how to reduce the cost of the funding system without creating issues of perceived inequality which could be damaging across the electorate.

The primary focus at this stage is to secure the University's position by continuing to deliver an outstanding student experience and high-quality courses which lead to qualifications that will enable excellent outcomes for students. In line with our position as a campus-based University, our principal model is to deliver in-person teaching on campus. Technology is used to enhance, not replace, the University's core provision.

- *Student recruitment*
The next few weeks would be crucial in terms of securing the 2022 intake. The final open day for 2022 applicants was very successful, with over 1900 visitors to campus. Based on previous years' data, the University was optimistic that a significant proportion of these visitors would submit applications via UCAS. In respect of the Medical School, demand outstripped the number of places we were able to offer, by a significant margin. It is disappointing that the University is not permitted to increase its medical intake, especially given the challenges in the NHS.

- *Industrial action*

The academic union (UCU) had balloted members at the University to determine whether strike action should be undertaken in relation to the national 'Four Fights' dispute (pay, workload, casualisation, and equality). The ballot closed on 4 November. At Edge Hill, the threshold for action was not reached, with just 52 staff voting for action.

The DVC noted that he had recently chaired the first Staff Consultative and Negotiation Committee of the year, in which relations with the recognised unions were positive and constructive.

In closing remarks, governors congratulated the University on being ranked a World Leader for Education and Social Sciences in the Times Higher Education World University Rankings.

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

BG.21.053 Student Report

Received: Document BG/040/21

Reported: The Students' Union (SU) nominee introduced the report drawing particular attention to the EHSU 'Stop Spiking' campaign. This linked well to the earlier discussion on preventing harassment and sexual misconduct. She highlighted the SU's aspirations for menstruation stations to be available across all buildings on campus and noted the positive action listed in the report which had featured in the Liverpool Echo.

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

01. Diversity and inclusion

The SU had recently held elections for a diverse range of part-time officers, and student turnout had been good. Members noted that the perspectives offered by this new group of officers may support the Board's own aims around inclusion.

The Clerk noted the Board's ambitions in this area. The Governance and Nominations Committee had identified that equality, diversity and inclusion was one strategic area which would benefit from a lead

governor. The Clerk also advised that Advance HE had recently launched a [toolkit](#) to support HEI governing bodies with their diversity and inclusion strategies. It was her intention that initiating this toolkit would form a significant part of the Strategy and Development Day in January. The SU nominee confirmed she would be pleased to engage the new volunteer officers to provide a broad range of perspectives for governors, at January's session or as required.

02. Blended learning

Responses to the SU's survey on blended learning revealed that some students would prefer live-streamed sessions from the University, to enable synchronous engagement with their learning.

Directorate members noted the University's provision of asynchronous recordings. This provision is intended to enhance, not replace, the high-quality in-person teaching for which the University is known. They also outlined the wide range of support available to ensure students can continue their studies should they experience difficulties attending campus.

.03 Mental Health Survey

Results from a recent mental health survey will be shared with the Board in February.

The Chair noted the very high quality of recent Student Reports and thanked the SU nominee and the rest of the SU team for their work.

Resolved: To receive the Student Report.

BG.21.054 Remuneration Committee Annual Report

Received: Document BG/041/21

Reported: The Chair of the Remuneration Committee introduced the report noting that it complies with the reporting requirements set out in the Higher Education Senior Staff Remuneration Code, and provides transparency about the remuneration process.

Discussed: The Board noted that the comprehensive report provided significant assurance that the Committee had properly discharged its responsibilities.

The Clerk advised that the OfS had recently released its detailed analysis of senior staff remuneration in 2019-20. The report provided transparency across the whole sector and allowed interested parties to scrutinise to a level of detail previously unavailable in a single report. As the University was not among those named as an outlier, the Board could take confidence from this. The **Clerk agreed to share the report with the Board** and advised that governors should consider this to be an indicator of future regulatory interest.

Action: Clerk

Resolved: That the Remuneration Committee had effectively discharged its duties.

That the Remuneration Committee should consider the OfS analysis of senior staff remuneration in 2019-20 when it next convenes.

BG.21.055 Audit Committee Report for the Year Ended 31 July 2021

Received: Document BG/042/21

Reported: The Chair of the Audit Committee introduced the report, noting a key function of the report is to assist the Governing Body to undertake its assessment of the financial statements. The report demonstrated a relatively routine year, with no unexpected business beyond that associated with Covid. This was supported by positive annual reports from both internal and external auditors.

Importantly, 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 2020 to the signing of the accounts.

Discussed: Internal audit investigations during 2020-21 had identified only minimal risks, and provided substantial assurance in all relevant areas.

Members recognised that this was a significant achievement, and thanked all staff in those departments audited for their work.

Resolved: To receive the Audit Committee Annual Report.

BG.21.056 Auditor's Letter of Representation

Received: Document BG/043/21

Reported: The Chair of the Audit Committee introduced the Letter of Representation noting it indicates that the accounts have been properly prepared and give a true and fair view of the University's financial affairs for the year ended 31 July 2021.

The letter confirms that any estimates or assumptions made in the statements are reasonable. It also confirms that unrestricted access to all information and persons within the organisation was provided. The letter is standard with no additional assurances required.

The letter was discussed by the Audit Committee in October and is recommended for signature.

Discussed: In response to a question, the DVC confirmed that the letter's wording remained unchanged following its original consideration by the Audit Committee.

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

Action: Chair

BG.21.057 Going Concern Statement

Received: Document BG/044/21

Reported: The DVC presented the statement, which detailed a range of metrics to support the assessment of the University as a going concern. He advised that submitting the statement as a distinct return was no longer required. However, it remains good practice to prepare this report to provide explicit assurance to the governing body of the University's positive financial position and prospects.

Discussed: Members noted the University's strong cash position, and agreed that the metrics indicate that the University has the resources necessary to continue operating on a going concern basis.

Resolved: To **endorse the Going Concern Statement.**

BG.21.058 Report and Financial Statements for the Year Ended 31 July 2021

Received: Document BG/045/21

Reported: The DVC noted that draft statements had been discussed in detail by the Audit Committee in the presence of the external auditors. Following detailed scrutiny, including a private session with the auditors, the Committee recommended that the statements be approved.

Discussed: In response to a question about the preparation of the accounts, the DVC advised that there had been one change to the statements since they were presented to the Audit Committee. This related to the introduction of standard wording on page 169 and was made at the request of the external auditors. Members approved this amendment.

In wider conversation about resources, members noted a strong financial performance in 2020/21, despite the challenges presented by the ongoing pandemic. Whilst there remained implications for business lines including residences and catering, the position had improved on the previous year due to the easing of pandemic restrictions. The University anticipated that this income would return to normal levels in 2021/22 and had budgeted on this basis.

Resolved: 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.21.059 OfS: Annual Financial Return and Accountability Return for the Year ended 31 July 2021

Received: Document BG/046/21

Reported: The DVC noted that a draft of this paper was considered by the Board in October and this updated paper addressed the comments made.

Discussed: In response to questions and comments, the following information was noted/agreed:

- The University's management consider the student number predictions to reflect a prudent approach, given the projected national rise in HE applicants in the 2020s due to demographic changes.
- The stress testing and sensitivity analysis in the accompanying narrative appeared sound, with the Board in agreement about the likely worst-case scenario listed.
- In light of CPI projections, the inflation rate assumptions would be increased to 4% for two years from 2022/23, falling back to 2% for the remaining two years of the forecast period. The associated implications for revenue costs and surplus were noted, though it was agreed the **DVC would table a further analysis confirming the various impacts**. The amount forecast on capital had also been increased to reflect the potential campus developments discussed in October, though this in no way committed the University to this spend.
- Any forthcoming policy decisions were unlikely to have an immediate impact on the University's finances but would be phased in over a few years to allow existing students to continue under the funding rules they agreed to.
- The University's submission to the Research Excellence Framework (REF) in 2021 had been significantly larger and of higher quality than that submitted in 2014. In view of this, the University was optimistic that its REF income would increase once results are released next spring.
- The Board's new **assurance framework should be referred to in the narrative** relating to ensuring financial viability and sustainability to provide greater confidence of the University's solid risk management processes.

Resolved: To approve the **Annual Financial Return Workbook and Commentary** for submission to the OfS, subject to the changes agreed.

Action: Deputy Vice-Chancellor

BG.20.059 OfS Prevent Monitoring Report 2021

Received: Document BG/047/20

Reported: The Pro Vice-Chancellor (Student Experience) & University Secretary (PVC) introduced the report noting it served to comply with reporting requirements to the OfS and provide governors with assurance about the University's compliance with the duty to have due regard to the need to prevent individuals from being drawn in to terrorism.

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

- The University is alert to the need to ensure that students continue to be supported while on placements. There are clear processes in place for providers to raise wellbeing concerns about students. The Prevent duty is positioned within the University's broader safeguarding policies. This ensures that those students who may be at risk of being influenced, radicalised or drawn into terrorism are protected and supported at an early stage. Safeguarding policies had previously been triggered by placement providers, and the University had taken appropriate action to support students.
- The rates of activity pertinent to the Prevent duty are relatively low in universities, even those in metropolitan areas. In this context, the University's nil return is not out of line with the region or sector.
- Staff training is undertaken on a three-year cycle, which was rolled out to all staff in 2018/19 and to new staff on their appointment. The first year of significant refresher training would be rolled out this academic year. Training materials would be updated in line with guidance from anti-terrorism officers and the regional Prevent co-ordinator, with whom the University has a strong and constructive relationship. This may include the introduction of emerging threats such as the potential negative influence of web-based incel activity.
- Training for governors was last provided to the whole Board in May 2019, and is part of the mandatory training identified in the induction process for new governors. **Members agreed to invite the North West Regional Prevent Co-ordinator to provide refresher training for governors in spring 2022.**

Action: Clerk

- The University had identified a number of ongoing actions to ensure its continued vigilance to Prevent-related activity. These actions were recorded as ongoing, however it may be appropriate for some to be completed within the academic year. It was agreed that the Director of Student Services should revisit the action plan to establish if any actions could reasonably be closed this year. Governors were invited to make specific observations to support this process.

Action: PVC / Director of Student Services

- The University intends to expand its chaplaincy and was currently seeking an Imam to support Muslim students and staff. Even where there was no chaplain specific to an individual's religion or beliefs, all chaplains were able and willing to provide support to those from all faiths and none. The University also sought to build relationships with all faith communities to ensure that students and staff could be directed to appropriate support.
- There is always a chance that an at-risk individual could evade processes. However, the University sought to create a supportive and vigilant culture to encourage any student or staff member to report concerns. The comprehensive staff training scheme helps to ensure that warning signs were recognised and reported.
- The University was alert to all types of radicalisation, particularly the rise of right-wing extremist views in the region. Managers were working with relevant agencies to identify troubling behaviours and provide support and intervention where required. There had been few incidences which required further action, with one student receiving support and education following inappropriate posts on social media.
- Both the University and the OfS are conscious of the potential vulnerability of certain types of student due to the prevalence of online activity during the pandemic. Student activity had been monitored appropriately.
- All policies and procedures would be updated in light of the OfS's statement of expectations on preventing and addressing harassment and sexual misconduct. This would include policies relevant to the Prevent duty.

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

Action: Chair

SECTION B ITEMS

BG.21.060 EHU Enterprises: Rental Agreements

Received: Document BG/048/21

Reported: The DVC introduced this report. Edge Hill University Enterprises manages the University's sports facilities on behalf of the University under specified contract arrangements. As the facilities are wholly owned University assets, a formal licence to occupy these is required and rental agreements are renewed on an annual basis.

He reported that the Board for each of the subsidiary companies met earlier that afternoon and had considered and approved the agreements.

Resolved: To **note the EHU Enterprises: Rental Agreements.**

BG.21.061 EHU/WLBC Forum: 5 November 2021

Reported: The Chair provided a summary of the EHU/WLBC Forum meeting held on 5 November 2021. At this meeting the University had provided an update on its plans for 2021/22, including campus developments.

Discussed: Members discussed the nature of the forum and agreed there may be value in **revisiting the terms of reference and membership** to ensure optimum benefit for all parties. They noted the potential opportunities that could be enabled by strategic collaboration with the Council and other regional stakeholders.

Action: Chair/ Vice-Chancellor

BG.21.62 Any other business

The Chair reported with regret that the University had recently been notified of the death (in April 2021) of a former independent governor, Tony Rankin. While Tony served on the Board for only a short time, governors recalled his very positive impact and formally recorded the Board's condolences.

SECTION C ITEMS

The following items were received for information:

BG.21.063 Summary Report: Audit Committee (18 October 2021) (*Document BG/049/21*)

BG.21.064 Minutes of the Institutional Health, Safety and Environment Committee: 21 October 2021 (*Document BG/050/21*)

BG.20.065 Date and time of next meeting

The next meeting is scheduled for 17 January 2022.