

## **MINUTES**

BOARD OF GOVERNORS, BG-127						
Date:	Wednesday 16 November 2022	Time:	1500			
Location:	CA105/6, Catalyst, Leek Rd					

- 1. Items marked with an asterisk (starred items) were for information only or regarded as noncontentious.
- 2. Items classified as Confidential, and their subsequent minutes (highlighted here in blue), will be redacted before publication of the agenda and minutes on the University's public website.

Members		
Hannah Blackburn	Student Governor (President, Students' Union)	Р
Jonathan Chapman	External Member	Α
Kevin Gould	External Member	Р
Saima Hussain	Staff Governor (professional services staff)	P
Colin Hughes (Chair)	External Member	P
Professor Martin Jones	Vice Chancellor	P
Baljinder Kuller	External Member	P
Juliet Oosthuysen	External Member	P
Vikki Sylvester	External Member	P
Dr Simon Smith	Staff Governor (academic staff)	P
Hayden Tsang	Student Governor (Vice-President, Students' Union)	P
Sara Williams	External Member	P
In attendance		
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Nick Dearden	Director of Learning and Teaching (item 2782 only)	IA
Mohit Dhingra	Co-opted Member of the Audit & Risk Committee	IA
Dr Annabel Kiernan	Pro Vice Chancellor - Education	Α
Professor Kevin Hetherington	Deputy Vice Chancellor	IA
Sally McGill	Chief Financial Officer	IA
Professor Raheel Nawaz	Pro Vice Chancellor – Digital Transformation	IA

P = Present; A = Apologies; Ab = Absent; L = Late; IA = In Attendance; T = via Teams

There was no **Know Your Business** session, but a tour of the Woodlands Nursery and Forest School was offered to Governors prior to the meeting.

1 ME	1 MEETING MANAGEMENT			
2877	Apologies for Absence were received from Jonathan Chapman and Annabel Kiernan.			
2878	There were no new <b>Declarations of Interest.</b>			
2879	The Minutes of the last meeting of the Board of Governors, 21 September 2022 BG/127/01, were confirmed as a true and accurate record.			

#### 2780 Matters arising:

Minute 2858 (Matters arising) — Development Board update — to note that this item appeared under the
referrals from Sustainability & Resources Committee as a paper titled Development & Alumni Strategic Framework,
incl Philanthropic Giving.

## 2 STRATEGIC OVERVIEW

## 2781 | Strategic Developments and Organisational Performance BG/127/02

The Vice Chancellor provided an update on the recent changes to the external environment, university performance, university business and notable work underway and the recent changes in senior staffing. The Vice Chancellor highlighted that despite the turbulence in the sector the focus upon work-based learning remained throughout. The Vice Chancellor also highlighted the work the university was undertaking with regard to the cost-of-living issues for students and the university's role in the development of micro-credentials.

Members commented as follows:

- Hayden Tsang thanked the Vice Chancellor for contacting local MPs and the open letter to the Prime Minister. Hayden
  Tsang also asked about the risk to the University regarding the B3 conditions, and those courses where graduate
  earnings were a concern. It was highlighted that this was not a significant issue for the University and would be
  further explored in the next agenda item.
- Baljinder Kuller asked about the churn in MPs with the education portfolio and the impact upon the University. The
  Vice Chancellor stated that all new MPs within the portfolio had been contacted and welcomed to the role and extended
  the opportunity to work together.

The report was noted.

# 2782 Annual Quality and Standards and Student Success Report 2021-22 (incl Degree Outcomes Statement) BG/127/03

A presentation was provided by the Director of Learning and Teaching on the areas of demography of the student body and an analysis of the academic performance for 2021-2022 including:

- an increasing withdrawal rate,
- an improving progression rate (improving for level four to five and level five to six, noting there had been a dip
  in the level three to four)
- · graduation outcomes noting the variability in schools in both the Guardian and Times methodologies
- partner progression noting that these rates are higher in partner institutions compared to the University

together with a number of university developments that would be supporting the further improvement and consistency of these academic metrics. It was noted that the full report had been provided to the Board of Governors, which had been considered and approved by Academic Board.

Members commented as follows:

- The Vice Chancellor highlighted that a model transition programme was being implemented to assist with the
  progression of students from partner institutions into the University, which would, by joint working, ensure a cleaner
  transition from one provider to another.
- Simon Smith asked about the professional development scaffolding for staff in leadership roles for academic provision.
   Nick Dearden stated that there was professional development for individuals in these roles, and that this was currently being refreshed.
- Colin Hughes highlighted the importance of this annual report and that the University not only needed to improve its
  performance in certain areas but also ensure a consistent performance within these. This would ensure that the
  University's academic student experience would be less variable and would assist in stabilising the University's league
  table performance.
- Victoria Sylvester asked about the differential performance in progression by partners and the University and whether
  this was a consequence of differing characteristics of the student demographic. It was noted that the partners reported
  that students who studied with them expressed a greater level of comfort in their more structured academic
  experience.

The Academic Quality and Standards Report 2021-22 was approved.

#### 3 SUB-COMMITTEE BRIEFING SHEETS AND REFERRED ITEMS

2783 BRIEFING SHEET - Remuneration Committee, 4 October 2022 BG/127/04

The content of the Briefing Sheet from the Remuneration Committee was noted and the following matters were considered for approval:

Minute 7 - Committee Terms of Reference 2022-23 BG/127/05

The terms of reference were approved.

Minute 8 – Remuneration of Senior Postholders' Policy BG/127/06

The Policy was approved.

Minute 13 - Annual Statement of Senior Postholder Remuneration 2021-22 BG/127/07

The Annual Statement was approved and would now be uploaded to the University's public website.

## 2784 BRIEFING SHEET - Nominations and Governance Committee, 4 October 2022 BG/127/08

The content of the Briefing Sheet from the Nominations and Governance Committee was noted and the following matters were considered for approval:

Minute 658 – Committee Terms of Reference 2022-23 BG/127/09

The terms of reference were approved.

• Minute 660 - Remuneration of Chair of the Board BG/127/10

The Chair of the Board of Governors was absent for this agenda item. The matter was discussed and approved by the Board of Governors for implementation with effect from 1 August 2022. The Clerk would now write to the Chair of the Board formally to confirm the arrangements, would report this to the OfS as a reportable event and ensure the website was updated to explain that the Chair role was remunerated with effect from 1 August 2022.

Minute 661 – Independent Governor Vacancies BG/127/11

The update report was noted and the Board approved Mohit Dhingra to be moved from co-opted member of the Audit and Risk Committee to Independent Governor, together with the appointment of Ruth Smeeth, Martin Pugh and Kim Newell-Chebator as independent governors. They would join the Board for the Spring 2023 cycle of meetings following their onboarding. It was also agreed not to appoint to the vacancy of co-opted member of the Audit and Risk Committee during the remainder of this academic year, to be reviewed by Nominations and Governance Committee as part of the annual composition of the committees in the Spring.

Minute 662 – Chancellor BG/127/12

It was noted that the process for the search for the new Chancellor would commence following the Board of Governors meeting, led by the Vice Chancellor and the Clerk to the Board of Governors. Lord Stafford would be contacted to ensure that he knew that the process would commence shortly.

#### 2785 BRIEFING SHEET - Strategy and Performance Committee, 12 Oct 2021 BG/123/13

The content of the Briefing Sheet from the Strategy and Performance Committee was noted and the following matters were considered for approval:

Minute 299 – Committee Terms of Reference 2022-23 BG/127/14

The terms of reference were approved.

Minute 305 - Internationalisation Strategy BG/127/15

The strategy sought to set out the strategic aims and direction of travel across the University to realise this ambition. In February 2022, Strategy and Performance Committee approved the International Recruitment Strategy as the pioneer strand on our journey to internationalise. This, now developed as an internationalisation framework, would deliver further successful outcomes in line with our institutional KPIs as part of the broader internationalisation agenda at Staffordshire University. The Internationalisation Strategy had been approved by the Strategy and Performance Committee and was discussed and approved by the Board of Governors.

## 2786 BRIEFING SHEET - Audit and Risk Committee, 26 Oct 2021 BG/127/16

The content of the Briefing Sheet from the Audit and Risk Committee was noted and the following matters were considered:

#### **FOR APPROVAL**

Minute 1893 – Committee Terms of Reference 2022-23 BG/127/17

The terms of reference were approved.

Minute 1896 - KPMG Internal Audit Annual Report 2021-22 BG/127/18

The annual report was approved noting that the University had been assessed overall by KPMG for the period 26 January 2022 to 31 July 2022 as 'significant assurance with minor improvements' overall for the 2021-2022 academic year.

Minute 1897 - Annual Report of the Audit & Risk Committee 2021-22 BG/127/19

The report had been developed with Kevin Gould and Jonathan Chapman, who had both been Chair of the Audit and Risk Committee during the period of time the report covered. The report outlined the work of the Audit and Risk Committee over the previous 12 months, including such areas as internal audit, external audit, risk management, UKVI compliance etc. This was approved by the Board of Governors.

 Minute 1898 - BDO External Audit Report including management letter points and letter of representation see paper (in item 3.5 below)

The External Audit Report which had been presented to the Audit and Risk Committee had been at a draft stage only and the finalised version was included elsewhere as a substantive agenda item on the Board of Governors agenda.

Minute 1899 - Strategic Plan: Refreshed University-level Risk Registers BG/127/20

As a consequence of the newly approved Strategic Plan in April 2022, it had been both necessary and appropriate to reconstruct the University-level risk registers, to reflect the new strategic direction and appropriately encapsulate the risks that needed managing, wherever possible. The first six risk registers reflected the critical importance of achieving our six strategic priorities and the remaining six brought together many of the external risks that we must attempt to mitigate, in accordance with our risk appetites. These risk registers, which had been considered and approved by Senior Leadership Team and the Audit and Risk Committee, were now approved by the Board of Governors.

## Minute 1900 – Strategic Plan: Refreshed Risk Appetites BG/127/21

As a consequence of the newly approved Strategic Plan in April 2022, it had been both necessary and appropriate to reconstruct the University risk appetites, to reflect the new strategic direction and appropriately encapsulate our risk appetites that will shape the delivery of the strategic plan. These risk appetites, which had been considered and approved by Senior Leadership Team and the Audit and Risk Committee, were approved by the Board of Governors.

## 2787 BRIEFING SHEET - Sustainability and Resources Committee, 02 Nov 2021 BG/127/22

The content of the Briefing Sheet from the Sustainability and Resources Committee was noted and the following matters were considered:

## **FOR APPROVAL**

Minute 492 – Committee Terms of Reference 2022-23 BG/127/23

The terms of reference were approved.

Minute 494 - Campus Masterplan BG/127/24

During recent discussions with the Stoke-on-Trent City Council Planning Committee in relation to the development of the proposed Student Village, the Planning Committee indicated that it would be useful to have a briefing on the University's intentions around the future use of the Leek Road site, including how compensatory environmental offsetting could be used to balance the loss of green space as a result of the Student Village development. The draft proposal for the development of the Estates Masterplan which can then be shared with the City Council Planning Committee was discussed. The Masterplan will be shared for information only as preparation for the anticipated planning application for the new student village in 2023 (subject to the successful procurement of a DBFO partner). The aim of this draft Masterplan is therefore to provide the City Council Planning Committee members a general high-level overview of how the University

intends to develop the Leek Road side of the campus over the next 10 years. The campus masterplan was approved by the Sustainability and Resources Committee for onward approval by the Board.

Members commented as follows:

- Hannah Blackburn asked if the specification for the car park on Squires View was the original specification. Sally McGill
  conformed that the original plans for the car park remained in place with a planned foundation to support further tiers
  later, if required.
- Hannah Blackburn asked about the future of Leek Road Houses. Sally McGill confirmed these would be demolished
  with the other University Halls of Residence once the student village was completed.

The campus masterplan was approved.

 Minute 500 – i) Draft Financial Outturn 2021/22 BG/127/25, including Annual Review and Financial Statements 2021-22 BG/127/25Appx; ii) BDO External Audit Report including management letter points and letter of representation BG/127/26

It was noted that the Financial Statements were not presented in their final form for approval at the Board of Governors meeting and the finalised Audit Report was not available for the meeting. This was due to delays in the work of the external auditors. The Board noted that this was a disappointing position and discussion focused upon the fact this was not uncommon elsewhere currently, however, the posed a specific issue now for the University. In mitigation, the University would expect the work to be completed by 18 November 2022 and a special meeting of the Board of Governors would be held the following week to approve these ready for submission to the OfS by 1 December 2022. Those who could not attend the meeting would receive the documentation by email for approval.

Minute 502 – Development & Alumni Strategic Framework, incl Philanthropic Giving BG/127/27

Over the last five years, Staffordshire University has built an impressive network of potential supporters and other stakeholders including graduate alumni, honorary doctors, community leaders from civic and civil organisations, regional and national employers, philanthropic trusts and other friends of the University. The University has a Development Board, chaired by Andrew Triggs Hodge OBE, honorary doctor of the University, which acts in an advisory capacity on the achievement of the vision set out below. The vision is to create a vibrant community of external and internal supporters and stakeholders who will provide the University and its communities with gifts of time, expertise and money, and will themselves benefit from this engagement. In order to be effective, development and alumni activity must support the University's Strategic Plan. Gifts of time, expertise and philanthropy should therefore be channelled towards achieving the University's strategic priorities. The emphasis must be on impact, i.e., how gifts have benefited the University's strategic priorities, as well as the amount of activity has taken place. Specific annual targets for philanthropic gifts should be set. A detailed action plan will be drawn up, stakeholder relationships will be mapped, and targets will be set for gifts of all kinds against the University's strategic priorities. Philanthropic fundraising will be reported annually to Sustainability and Resources Committee. This had been approved by the Sustainability and Resources Committee for onward approval by the Board of Governors. The report was approved.

## FOR INFORMATION

Minute 499 - Student enrolment and financial implications BG/127/28

The report was noted.

Minute 505 - Students' Union accounts 2021-22 BG/127/29

The report was noted.

## 4 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)

788 Annual Ofsted Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) (APPROVAL) BG/127/30

The Self-Assessment report (SAR) and Quality Improvement Plan (QIP) for apprenticeship provision is submitted annually to Ofsted, usually by the end of January. It is a summary of institutional performance for the previous academic year. The SAR follows the guidance of the Ofsted inspection framework and reports on and grades the categories of:

- Quality of Education
- Leadership and Management
- Personal Development

- Behaviour and Attitudes
- Overall Effectiveness (This grade forms the official classification for an institution)

The QIP is an action plan addressing the most significant areas identified within the SAR as requiring improvement. The SAR and QIP are shared by Ofsted with the ESFA and OfS and are usually reviewed prior to any intervention or visit by these agencies. The 2021-2022 SAR and QIP are informed by detail from the full Ofsted inspection which took place in January 2022.

The SAR and QIP were approved by the Board of Governors.

## 2789 Annual Statement on Research Integrity 2021-22 (APPROVAL) BG/127/31

The Concordat to Support Research Integrity provides a national framework for high standards of research conduct and its governance. It sets out commitments that institutions, researchers and funders should abide by to ensure that research integrity is upheld in the UK research environment. Under the Concordat, institutions must produce an annual statement on research integrity, to be presented to their governing body.

The Board considered the University's annual statement for the academic year 2021-2022. It outlines the actions and activities undertaken throughout the course of the academic year, and the frameworks in place to foster and strengthen a culture of research integrity in line with the expectations within the Concordat. It also provides a high-level summary of investigations of research misconduct that have been undertaken by the University. This statement builds upon the previous statements, approved by Academic Board and the Board of Governors. The institution's annual statement is presented to each Autumn meeting of Academic Board and the Board of Governors.

The Board of Governors approved the Statement on Research Integrity, which would now be made publicly available on the University website (as required by the Concordat) and sent for information to the secretariat of the signatories to the Concordat.

## 2790 Fee Policy 2024/2025 (APPROVAL) BG/127/32

The Board of Governors received a report on the fees detailed for 2024/25, in summary:

#### Undergraduate Fees

- The University would charge the maximum permitted fee, currently £9,250, to both new and continuing Home full-time undergraduate students.
- The University would charge the maximum permitted fee for accelerated degrees, currently £11,100.
- Fees for new and continuing Home undergraduate students would be charged pro-rata at £77 per credit.

#### Postgraduate Taught Fees

- Apply an inflationary uplift of 5% to Bands 1 and 2 for full and part time postgraduate taught fees.
- LPC, LLM and MBA fees would remain the same as those charged for 2023/24.
- Fees for continuing part time postgraduate taught students would be fee protected and not uplifted during their course registration.

## Postgraduate Research Fees

- Full time postgraduate research fees for Home students would continue to be set in accordance with UKRI guidance.
- Fees for continuing postgraduate research students would be fee protected and not uplifted during their course registration.

## International Fees

- Charge international undergraduate, postgraduate taught and postgraduate research fees as detailed above.
- Fees for continuing international students would be fee protected and not uplifted during their course registration
- Continue to provide a "Smart Scholarship" of £3,000 per year of study to all self-funding international fee-paying students. The scholarship would be awarded as a tuition fee discount.

#### Members commented as follows:

Kevin Gould asked about the 5% increase in postgraduate taught fees was effectively a reduction in fee income that
may impact multi year. Sally McGill responded that the fees had been benchmarked against comparators to ensure
that the University increased its fee, but remained competitive. Kevin Hetherington also highlighted that as the
university improved its performance its comparator group would change and thus the price could rise exponentially
based on market movement and comparator group pricing.

- Juliet Oosthuysen stated that she would find it helpful to see the relative position year-on-year for the University's
  fees against the comparator groups. Kevin Hetherington explained that this would be reflected in future papers and
  would also be an aspect of the branding programme of work.
- Hayden Tsang enquired about the need for the increase in tuition fees in some of the categories. Kevin Hetherington
  explained that this was necessary due to the cost of delivering these courses. It was confirmed that the alumni discount
  would continue to apply together with a continued view on how we could support student hardship.

The tuition fees for 2024-2025 were approved.

## 2791 OfS Annual Financial Return (APPROVAL) BG/127/33

The OfS Annual Financial Return is submitted annually to OfS, comprising of fourteen data tables. This reports on 2 years actual data and forecasted data to 2026-27, drawn form the audited accounts and the five-year strategic plan. Table Eight reports on the 2021-22 University costs split by activity and HESA cost centre, some of which inform the league tables.

With regard to the league tables the following is of note:

- Academic Department (1.) and Staff and Student Facilities (3c.) costs have increased by 12.0% and 13.7% whilst
  provisional league table student FTEs increased by 8.6%. Costs increasing at a higher level than student FTEs has the
  potential to increase our 'cost per student' reflecting positively on league table values
- Academic Services (2.) costs have increased by 5.5% which is lower than the increase in our provisional student FTEs (8.6%), which has the potential to reduce our 'cost per student' - reflecting negatively on league table values
- Staff & Student Facilities (3c.) costs have increased about provisional student increases with the potential to increase our 'cost per student' reflecting positively on league table values

The OfS Annual Financial Return would be re-presented to the extraordinary meeting of the Board of Governors once the financial statements and external audit report had been completed, to ensure that there was not material impact on this return.



## 2793 | Prevent Annual Report 2021-22 (APPROVAL) BG/127/35

As Governors are aware, under the Counter Terrorism and Security Act (2015), the University is required to demonstrate to the OfS its commitment to fulfilling its obligations in relation to the Prevent Duty.

The Prevent annual report has been drafted following previous templates and approved by the University's Prevent Strategy Group and Senior Leadership Team. The annual report sets out the work undertaken by the University during the last academic year.

This is the seventh annual Prevent report submitted by the University to the regulator (previously HEFCE, now OfS). All previous six reports have resulted in HEFCE/OfS confirming that the submissions adequately demonstrated sufficient evidence of due regard to the Prevent Duty/was not of higher risk of non-compliance with regard to Prevent.

The Board should therefore consider this report for approval and be assured that the University is fulfilling its obligations under the Prevent Duty.

#### Members commented:

- Juliet Oosthuysen commended a very thorough report, which reflected on the changing nature of the Prevent risk for our communities.
- Victoria Sylvester stated that it was important that the University continue to focus upon ensuring that systems and
  processes were in place and were effective, so that low numbers were not the source of ill-placed confidence. Ian
  Blachford confirmed that the Prevent Steering Group considered process review throughout the year.

The annual Prevent report was approved by the Board and the statutory return approved to submit to the OfS.

## 2794 Deputy Chair of Board WEF November 2022 (APPROVAL) BG/127/36

As the Board of Governors is aware, Jonathan Vardon, who had served as Deputy Chair since August 2021, stepped down from his role as an Independent Governor with effect from 19 October 2022. Consequently, the Clerk wrote to all Governors on 21 October 2022 to invite nominations for the role. By the closing date of 4 November, one nomination had been received - Jonathan Chapman. The Board of Governors is asked to consider Jonathan Chapman's nomination for the role with immediate effect.

The Board approved the election of Jonathan Chapman to the role of Deputy Chair of the Board with immediate effect, noting that the Committee composition detailed in the terms of reference of some committees may need to be amended as a consequence. This would be undertaken by email following the meeting.

## 2795 University Branding Update (DISCUSSION) BG/127/37

The Board received an update on the branding programme of work, a key part of the new strategic plan and supporting ambitions. The following timescale of delivery was noted:

- Exploring where are we now? (Nov 2022- Jan 2023) Current stage of the project
- Visioning where we could be (Jan Feb 2023)
- Aligning how can we get there? (Spring 2023)
- Delivering (part a) aligning the experience (June 2023)
- Delivering (part b) delivering the experience (July 2023)
- Measuring how do we know when we get there? (July 2023 onwards)

#### Members commented as follows:

- Juliet Oosthuysen noted her support for the approach and highlighted that one of the key aspects of focus was to understand what others were doing in the marketplace, so that we could understand our brand positioning now and where this would be for the future.
- Colin Hughes stated that he was also supportive of the role and was keen to understand more granular detail of what was to be done, when and who by so that there was a clear line of accountability.

- Colin Hughes enquired about the use of the externals in the process. It was noted that there was value but also pitfalls
  in this approach and it was confirmed that the any external involvement would be for a specific aspect of this, if
  required, but it was not an externalising of the process.
- Sara Williams stated that if aspects of this were to be externalised, then there was local talent that could contribute, further noting the need to ensure that audiences and messages were clearly mapped out.

The report was noted.

#### 2796 Students' Union Report BG/127/38

The Student Union report provided updates on the following areas:

- Transition and Welcome 2022 (pre arrival, welcome and spiral induction)
- Student Voice Update and issues facing students (TEF student written submission, Adobe, timetabling,
- · accessibility on campus)
- Advice and Advocacy for students
- International Student Experience (Business case and accommodation)
- Officer Campaign Work
- Opportunities for community building and belonging (Student Groups and Volunteering)
- Data and Insights from Union engagement

It was commented that the Diwali event had been very successful - the Board wished to thank Ravinder Kaur in her role as Head of Equality, Diversity and Inclusion for the organisation of this. It was suggested that Ravinder may attend a Know Your Business session in the future to update the Board on her progress.

The report was noted.

2797 The minutes of Academic Board minutes (unconfirmed): 19 October 2022 BG/127/39 were noted.

#### **6 ADDITIONAL MATTERS**

2798	There were	no additional	matters.
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2799 Next meeting: Weds 19 April 2023 (CA105/6, Catalyst, Leek Rd)