

# **MINUTES**

# **BOARD OF GOVERNORS, BG-135**

Date: Tuesday 26 November 2024 Time: 14:30

Location: CA105/6, Catalyst, Leek Rd

Members			
Gemma Brierley	External Member		
Jonathan Chapman	External Member		
Mohit Dhingra	External Member	Α	
Kevin Gould	External Member		
Professor Chris Headleand	Staff Governor (academic staff)		
Colin Hughes (Chair)	External Member	P	
Professor Martin Jones	Vice Chancellor	Р	
Baljinder Kuller	External Member	Р	
Joseph Knight	Student Governor (vice president of Student Union)	Р	
Kim Newell Chebator	External Member	Р	
Precious Ogbein	Student Governor (president of Student Union)	Р	
Martin Pugh	Externa Member		
Josie Morris	External Member		
Juliet Oosthuysen	External Member		
Marta Vizcaya Echano	Staff Governor (professional services staff)		
In attendance	•	·	
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA	
Professor Annabel Kiernan	Pro Vice Chancellor - Education	IA	
Sally McGill	Chief Financial Officer	IA	
Professor Raheel Nawaz	Pro Vice Chancellor – Digital Transformation	Α	
Sue Boyce	Assistant Clerk to the Board of Governors (minutes)	IA	

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



1 MEE	1 MEETING MANAGEMENT		
2952	Apologies for Absence were received from Mohit Dhingra, Juliet Oosthuysen, Raheel Nawaz and Marta Vizcaya Echano.		
2953	There were no new <b>Declarations of Interest.</b>		
2954	Minutes of the last meeting of the Board of Governors, 2 October 2024 BG/135/01 [BG134] were confirmed as a true and accurate record.		
2955	Matters arising:		
2 STR	ATEGIC OVERVIEW		
2956	The <b>Strategic Developments Report</b> BG/135/03 was introduced for discussion by the Vice Chancellor Martin Jones who outlined that the recent Budget appears to have been purposefully light on higher education to allow for the announcement on 4 <sup>th</sup> November of an inflationary increase in the full-time undergraduate tuition fee cap for English HE providers. The fee will rise by 3.1% in 2025/26 to £9,535, ending a long fee freeze that started in 2017. There will also be a 3.1% increase in the maximum maintenance loan. Both increases are based on inflation projections.		
3	There were no comments and the report was noted.		
2957	The Annual Quality and Standards and Student Success Report 2024-25 (inc Degree Outcomes Statement) BG/135/04 was introduced by Pro Vice Chancellor Academic, Annabel Kiernan. The report provided a holistic picture of the University's performance in the previous academic year and Annabel Kiernan provided a presentation of the main summary findings from the report, noting the area of assurance that the Board needed to consider.		
	<ul> <li>Members and attendees commented as follows:</li> <li>Discussion ensued on the University's ability to satisfy OfS requirements as in recent times some aspects of these had become an area for concern for the governors. Annabel Kiernan mentioned that some actions in the report are part of ongoing improvement efforts, while others are future milestones. Martin Jones noted that the objective of the TOM is alignment between professional services and academic services, and the need for the services to support the schools in their academic endeavours.</li> <li>Chris Headleand commended the activities outlined in the report and highlighted the success of the early interventions, noting that this current proactive approach is more dynamic. Annabel Kiernan agreed, stating that the University now better oversight, providing more assurance, in a more timely manner.</li> <li>Discussion ensued on the delivery of apprenticeships and Annabel Kiernan reassured governors that the data is included in the SAR and quality improvement plan, later in the agenda. She added that the outcomes for apprenticeships are all above the benchmark, and that this was more a focus of OfSted rather than the OfS.</li> </ul>		
	There were no further comments and the report was noted.		
3 SUB	-COMMITTEE BRIEFING SHEETS AND REFERRED ITEMS		
2958	BRIEFING SHEET - Remuneration Committee, 10 October 2024 BG/135/05		
	The contents of the Briefing Sheet from Remuneration Committee were noted and the following matters were considered.  APPROVAL		
7	a) Minute 07 - Committee Terms of Reference 2024-25 BG/135/06 : The Committee Terms of Reference were approved.		

b) **Minute 13** - Annual Statement of Senior Postholder Remuneration 2023-24 BG/135/07: The Annual Statement of Senior Postholder Remuneration was approved for uploading on the University's website.

# 2959 BRIEFING SHEET - Nominations and Governance Committee, 10 October 2024 BG/135/08

The contents of the Briefing Sheet from Remuneration Committee were noted and the following matters were considered.

#### **APPROVAL**

- a) Minute 720 Committee Terms of Reference 2024-25 BG/135/09: The Committee Terms of Reference were approved.
- b) **Minute 724** Committee Terms of Office Renewal Schedule and Vacancies BG/135/10: The Renewal Schedule was approved it was noted that there were a number of vacancies that would need to be addressed shortly. This would be addressed as part of the overall Board composition, early in the New Year.

#### **INFORMATON**

a) Minute 723 – Review of the Performance of the Chair of the Board BG/135/11: The review was approved.

## 2960 BRIEFING SHEET - Audit and Risk Committee, 30 Oct 2024 BG/135/12

The contents of the Briefing Sheet from Remuneration Committee were considered. The contents of the Minutes of Extra Meeting of the Audit and Risk Committee, 18 November 2024 BG/135/13 were also noted.

#### **APPROVAL**

- a) **Minute 2031** Terms of Reference of the Audit and Risk Committee BG/135/14: The Terms of Reference were approved.
- b) Minute 2034 Internal Audit Annual Report (KPMG) BG/135/15: The report was approved.
- c) Minute 2035 Annual Report of the Audit and Risk Committee BG/135/16: The report was approved.
- d) **Minute 2037** Strategic Plan: University-level Risk Registers BG/135/17 (HLRRs on SHAREPOINT): The risk registers were approved.
- e) Minute 2038 Strategic Plan: University Risk Appetites BG/135/18: The risk appetites were approved.
- f) Minute 2036 BDO External Audit Report: These were considered elsewhere on the agenda.

#### **INFORMATION**

None

# 2961 BRIEFING SHEET - Strategy and Performance Committee, 6 Nov 2024 BG/135/19

The contents of the Briefing Sheet from Strategy and Performance Committee were noted and the following matters were considered.

#### **APPROVAL**

a) Minute 438 - Committee Terms of Reference BG/135/20: The Terms of Reference were approved.

# **INFORMATON**

a) Minute 441 - KPI Scorecard BG/135/21: The Scorecard was noted.

#### 2962 BRIEFING SHEET - Sustainability and Resources Committee, 13 Nov 2024 BG/135/22

The contents of the Briefing Sheet from Sustainability and Resources Committee were noted and the following matters were considered.

# **APPROVAL**

- a) Minute 699 Committee Terms of Reference BG/135/23: The Terms of Reference were approved.
- **b) Minute 707** Annual Report & Draft Financial Statements to y/e 31 July 2024 BG/135/24: These were considered as a main agenda item elsewhere on the agenda.
- c) Minute 707 BDO External Audit Report: These were considered elsewhere on the agenda.
- d) Minute 707- Draft Financial Outturn 2023/24 BG/135/25: These were considered elsewhere on the agenda.

# INFORMATION

a) Minute 701 - Building Conditions Survey BG/135/26: The survey was noted.

Members and attendees commented as follows:

Kim Newell Chebator inquired about the £20K loss on the Clarice Cliff project and whether similar issues could
affect the Student Village project. Sally McGill responded that the refurbishment was inadvertently delayed until

- July due to issues with the late signing of the contract. This would not be an issue with the delivery of the remainder of the project.
- Chris Headleand inquired about the disposal of the Crime Scene House. Ian Blachford confirmed that the bank has now approved the sale for auction later in the academic year.

There were no further comments and the papers were approved as indicated above.

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

# Please note there is no paper BG/135/27

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The **BDO External Audit Report** BG-135-28 including management letter points and going concern and stress testing paper BG/135/28b was introduced by Chief Financial Officer and Deputy Chief Executive for approval. The Financial Statements were presented for Audit and Risk Committee for approval and compliance with the OfS accounts direction, through two meetings of the Audit and risk Committee and a further update circulated prior to this Board meeting. They were also shared in an earlier stage with the Sustainability and Resources Committee on 13<sup>th</sup> November 2024 along with the Annual Review and presented for formal approval at Board of Governors on 28 Nov 2024. Sally McGill explained that BDO's audit activities were substantially complete and subject to the successful resolution of outstanding matters they anticipate issuing an unmodified audit opinion on the Group's financial statements for the year ended 31 July 2024. With regard to the going concern, no significant developments are expected in the coming days. Sally McGill updated the Board that a pension issue had been raised by BDO in last year's accounts due to the pension fund having been over funded. It appeared that BDO had not accounted for this properly and that this had been discovered through this years audit process. This will not affect the overall financial position but will require a prior year adjustment. The financial statements will receive a final update, and BDO will then issue their sign off of these. All indications suggest the audit will be clear, but the statements cannot be approved at the meeting.

Members and attendees commented as follows:

- Jonathan Chapman stated that he had raised concerns about the larger number of management points and
  questioned whether this indicated that the Finance team was under pressure. Sally McGill had assured the Board
  that adequate resources had been allocated to the Finance team and it was agreed to monitor the issue moving
  forward
- With regards to the issue of 'going concern', the auditors had agreed this to be the case, it was however noted, that
  the audit work was not yet complete.
- There were no further comments and was decided to wait until December to approve the going concern statement, when estimates for student numbers will be more certain.

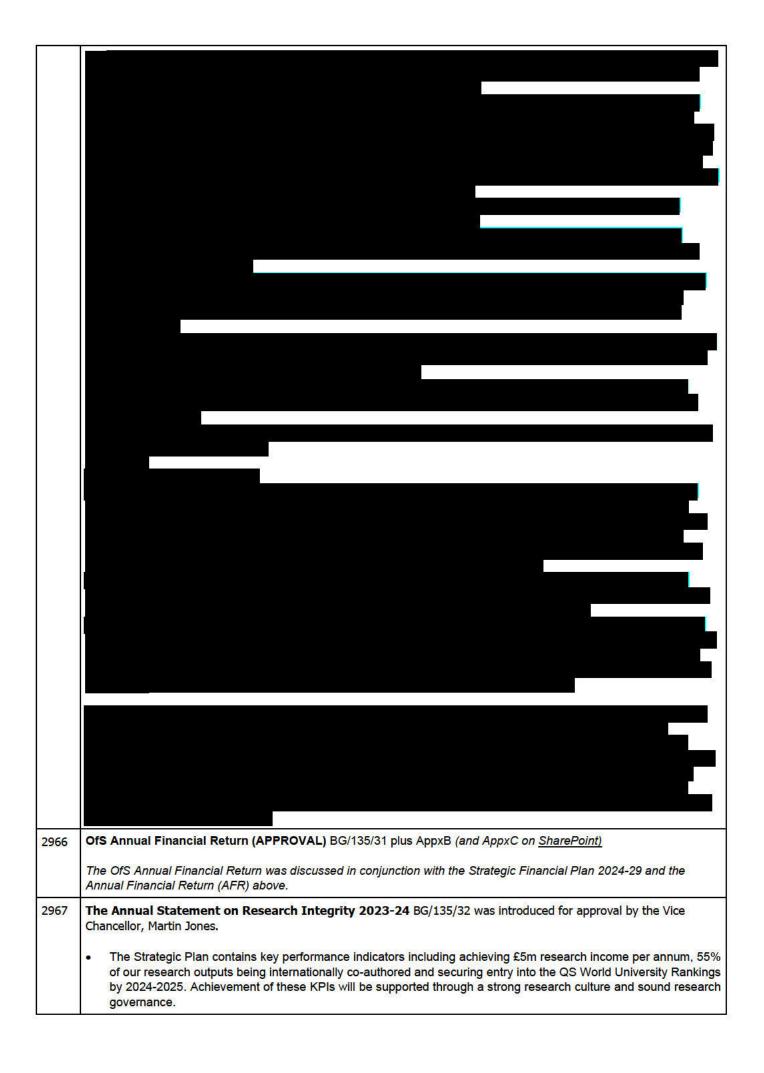
There were no further comments and the Board will need to meet again at a later date to approve the External Audit Report.

#### 2964 \*Management Accounts Period Three \* BG135/29a and \*Draft Financial Outturn 2024 – 2025 BG/135/29b

Full Year forecasted surplus is anticipated to be lower than budget. Tuition fee income is expected to be lower than budget mainly as a result of significantly lower intake for Postgraduate Taught and Research courses and Apprenticeship income for courses that were included in the budgeted that are no longer running. This is somewhat offset by better recruitment and progression for Undergraduate students in Digital, Technology, Innovation and Business and an increase in Partnerships income, mainly relating to CECOs and International Partners. Other income is behind budget due to lower sales in Student Services Limited and income in relation to Clarice Cliff accommodation. Within expenditure, pay is expected to be over budget as a result of the unbudgeted increase in Employers' NI contributions from 1 April 2025, announced in the recent UK Treasury Budget (which creates a variance of £0.5m), but TOM consultation proposals will achieve the required in year savings to otherwise keep pay costs within budget. Within non-pay, £0.5m of additional payments are forecast to be made to partners arising from additional income. Within the other elements of non-pay, it has been assumed that all embedded savings targets will be achieved, but there are still unidentified savings of £0.7m which are currently being worked on, and an assumption that £1.0m will be saved through releases of provisions and windfalls later in the year.

There were no comments and the Accounts and Outturn were noted for information.

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- Our research governance processes and performance are reviewed through an annual Statement of Research Integrity, for which Board of Governors approval is sought. This annual statement demonstrates our compliance with the Concordat to Support Research Integrity (2019). It outlines the actions taken to support and improve our research activity and strengthen a culture of research integrity in line with the Concordat expectations.
- The statement provides an overview of our key research governance policies and procedures, support for academic staff in understanding research integrity expectations, the actions taken to strengthen research ethics and a review of misconduct investigations. This statement will be published online following approval by the Board of Governors.
- Key activities within 2023/24 include the approval of a revised 'Code of Conduct for Research and Research Integrity', introduction of a Policy in the use of Human Tissue and work to enhance training and development offer around research integrity and research ethics. No formal investigations into research misconduct have been reported.
- The statement has been approved by Research, Innovation and Enterprise Committee and Academic Board. Governor endorsement is now sought.

There were no comments and the statement was approved.

- 2968 The **Tuition Fee Policy 2025/2026** BG/135/33 was introduced for approval by the Chief Financial Officer and Deputy Chief Executive, Sally McGill.
  - This paper sets out the recommendations for 2026/27 tuition fees for Home Undergraduate and Postgraduate students, as part of the normal calendar of business. Exceptionally this paper also covers the change in the maximum fee caps for 2025/26 for Home Undergraduate students, which were announced recently.
  - For the academic year 2025/26:
    - Applying the revised maximum fee caps for Undergraduate courses for new entrants and current students
    - Applying the new lower fee cap for the Foundation year of a degree in a classroom based subject

For the academic year 2026/27:

- Applying the maximum fee caps for Undergraduate courses for new entrants and current students
- Applying the maximum fee cap for the Foundation year of a degree in a classroom based subject
- Charging the Postgraduate Taught fees proposed in this paper
- Applying the alumni discounts proposed
- Applying the Postgraduate Research fees proposed in this paper

There were no comments and the report was noted.

- 2969 **The Draft Prevent Annual Report 2023-24** BG/135/34 was introduced for approval by the Chief Operating Officer, lan Blachford.
  - 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 University Executive Board. The annual report sets out the work undertaken by the University during the last academic year.
  - This is the eighth annual Prevent report submitted by the University to the regulator (previously HEFCE, now OfS).
     All previous 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.

There were no comments and the Prevent Annual Report was approved.

- 2970 Annual Report: Equality Diversity and Inclusion 2023-24 BG/135/35 was introduced for approval by the Chief Operating Officer, Ian Blachford.
  - The annual report provides an update on how the University has been delivering its commitment to equality, diversity and inclusion. Once approved the annual report will be published on the University's website.
  - Kev highlights of the report include:
    - The Data Integrity Project has produced positive results in eliminating some of the data gaps. We now hold 100% for our governors profile date on age, gender, ethnicity, disability and sexuality. We have reduced data gaps for staff and student ethnicity, religion and sexuality data
    - Ethnic minority staff numbers in July 2024 were at 15.92% and is 2.87% higher than reported in last year's report.
    - The Gender Pay Gap has slightly increased from 7.80% in 2023 to 8.08% in 2024. This may be due to the reduced number of staff of 241 from the number reported in 2023 report.
    - The Ethnicity Pay Gap is currently at 1.21% and is higher than the -1.91% reported last year, but we can see this as positive as we have employed more ethnic minorities from 2023 to 2024
    - The Disability Pay Gap is 4.18%, lower than 5.29% reported in 2023. We also have had more staff disclose their disability data which is positive
    - The Sexuality Pay Gap is at 10.04% and is lower than the 17.89% reported in 2023. We also have had more staff disclosing their sexuality data which is positive.

 Whilst the report demonstrates positive movement with our inclusion agenda, there is a need to refocus inclusion priorities to align with the University's strategic priorities. The role will be refocused, post TOM implementation.

Members and attendees commented as follows:

Martin Pugh commended the quality of the report and asked for minor typos to be corrected.

The Equality, Diversity and Inclusion report was approved.

- 2971 **The University Branding Update** BG/135/36 was introduced for discussion by Pro Vice Chancellor, Professor Annabel Kiernan.
  - The report provide an update on progress on the implementation of the brand project since the last update on 23 September 2024, and against the project timeline, a version of which was previously shared.
  - We remain on track with the project plan, a reminder visual is included in the paper. There are some on-going legal
    actions which are being worked through and we have some additional costed items such as replacing exiting
    sponsorship, branding at partner institutions, uniforms etc.
  - There is much on-going work which continues the roll out as part of a phased approach to minimise waste and manage costs.
  - Also included is a brief summary of the next phase in our plan which we will work on in 2025.

Members and attendees commented as follows:

Kim Newell Chebator asked whether the branding agency had recommended metrics to measure the success of the
branding project. Annabel Kiernan advised that the Marketing Director, will lead a full comprehensive review of the
project in 2025. It was also agreed that this would be an independent evaluation to measure the impact of the
rebrand and the return on investment.

There were no further comments and the report was noted.

- 2972 The **OfSted: University Self-Assessment Report and Quality Improvement Plan** BG/135/37 was introduced for discussion by Pro Vice Chancellor Digital, Raheel Nawaz.
  - The SAR is submitted annually to Ofsted in January, after due scrutiny and challenge by relevant internal and
    external governance bodies as per Ofsted's EIF expectations. Ofsted, and the ESFA, use the Institutional SAR in
    line with their risk matrix to inform inspection and audit plans.
  - The University's draft SAR is therefore presented to Board of Governors for comment and input in compliance with Ofsted requirements prior to further refinement and approval by Academic Board.
  - The SAR demands evaluative reflection and resultant judgement, based on sound evidence, in respect of the Quality of Education, Leadership & Management, Behaviours & Attitudes, Personal Development, Safeguarding and Meeting Skills Needs.
  - Additionally, the SAR reflects on Integrated End Point Assessment (EPA) prompting leaders and managers to reflect
    on the academic year as an approved apprenticeship assessment organisation in alignment with the Institute for
    Apprenticeships (IfATE) External Quality Assurance of EPA Framework, delegated to the Office for Students (OfS).
  - SAR Judgements are in line with Ofsted (and IfATEs) grading outcomes outstanding, good, requires improvement, inadequate.
  - The SAR culminates in an Overall Effectiveness judgement and summary detailing impact made over the period, and resultant strengths and areas for improvement.

Members and attendees commented as follows:

- Chris Headland inquired about recruitment strategy to maintain a steady pipeline of apprenticeships in light of changes and new government strategies in 2026-2027. Annabel Kiernan responded that the apprenticeship recruitment strategy focuses on targeting more larger employers and securing bigger cohorts, prioritising the quality of the pipeline over its diversity.
- Martin Jones noted that Level 7 apprenticeships are still under consultation, with policies yet to be decided.

There were no further comments and the report was noted.

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	INFORMATION
2974	The <b>Students' Union Report</b> BG/135/38 was introduced by the President of the Student's Union, Precious Ogbein for information.
	The report was noted.
2975	The Calendar of Corporate Events BG/135/39 was noted for information.
6 ADD	DITIONAL MATTERS
2976	Any additional matters None