

MINUTES

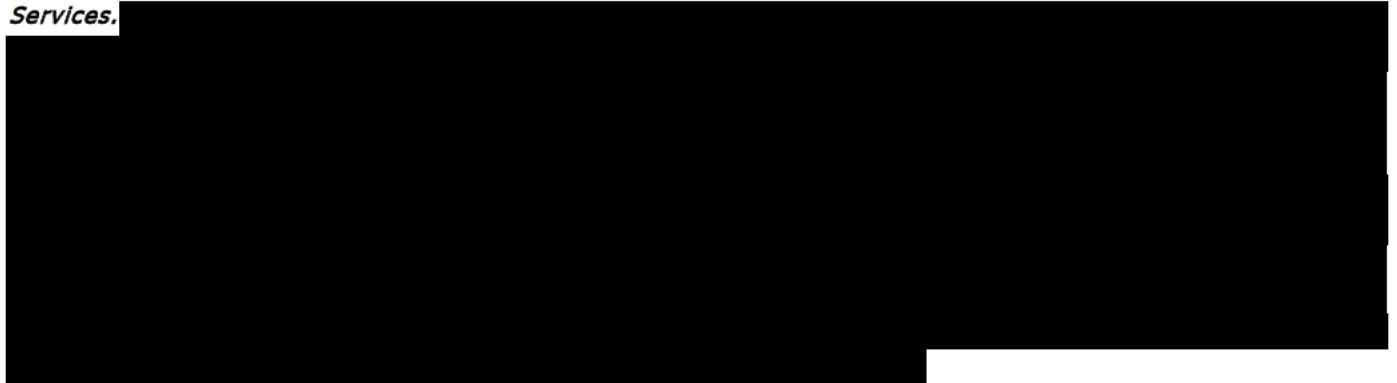
BOARD OF GOVERNORS, BG-136

Date: Tuesday 25 March 2025

Time: 14:30

Location: CA105/6, Catalyst, Leek Rd

2:30pm Know Your Business session – Cyber Security, Ian Waterhouse Executive Director of Digital and Technical Services.



Members		
Gemma Brierley	External Member	P
Jonathan Chapman	External Member	P
Mohit Dhingra	External Member	P
Kevin Gould	External Member	P
Chris Headleand	Staff Governor (academic staff)	P
Colin Hughes (Chair)	External Member	P
Professor Martin Jones	Vice Chancellor	P
Baljinder Kuller	External Member	A
Joseph Knight	Student Governor (Vice President of Student Union)	P
Kim Newell Chebator	External Member	P
Precious Ogbein	Student Governor (President of Student Union)	P
Martin Pugh	External Member	P
Josie Morris	External Member	A
Juliet Oosthuysen	External Member	P
In attendance		
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Sally McGill	Chief Financial Officer	IA
Professor Raheel Nawaz	Pro Vice Chancellor – Education & Research	IA

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

1 MEETING MANAGEMENT

2986 **Apologies for Absence** were received from **Josie Morris** and **Baljinder Kuller**.

2987	Declarations of Interest – there were no new declarations of interest.
2988	Minutes: <ul style="list-style-type: none"> • Board of Governors, 26 November 2024 [BG 135] - BG/136/01 were approved. • Board of Governors Extraordinary Meeting, 8 January 2025 [BG 135a] - BG/136/02 were approved. • Board of Governors Extraordinary Meeting, 10 March 2025 [BG 135b]– were approved but it was noted that Jonathan Chapman was absent from the meeting – these would be updated.
2989	Matters arising: <p>Minute 2958 - The Annual Statement of Senior Postholder Remuneration is now on the University's website.</p> <p>Minute 2959 – Nominations and Governance Committee – an update on the current position regarding vacancies on the Board of Governors appears elsewhere on the agenda. This would then inform the finalised committee membership for the new academic year.</p> <p>Minute 2965 Strategic Financial Plan 2024-29 to support the Annual Financial Return – had been submitted, noting that scenario planning for the next financial year appeared elsewhere on this agenda.</p> <p>Minute 2962 – Annual Financial Statements – the annual financial statements were approved and submitted to the OfS on 2 January 2025.</p> <p>Minute 2969 – Prevent Annual Report – to note that the submission had been made to the OfS by the due deadline.</p> <p>Minute 2970 - Annual Report: Equality Diversity and Inclusion 2023-24 – to note this was now available on the university website.</p> <p>Minute 2972 - OfSted: University Self-Assessment Report and Quality Improvement Plan – had been submitted to OfSted by the required deadline.</p>
2 STRATEGIC OVERVIEW	
2990	<p>Strategic Developments Report BG/136/04 was introduced by the Vice Chancellor regarding the HE external policy landscape, university performance and university business and events. In particular he raised that the University had been successful in gaining an MOD contract for apprenticeships at level 7, at circa £1m, which was currently in the standstill period. It was not clear what the position would be regarding this contract if the Government were to remove the levy for level 7 funding. The University would need to consider the academic portfolio and curriculum pathways from feeder schools and colleges into higher apprenticeship qualifications. It was noted that a consultation was live regarding franchised providers, who were sized over 300 students. This would impact on two of our partners – Wilkes and CECOS, the latter of which was already pursuing their own OfS registration separately. Raheel Nawaz outlined that the recent audits had been undertaken of that he was comfortable with the risk profile of the institution and the audit findings. The University had no connection with the Oxford Business College, that had appeared in the Sunday Times. Kevin Gould asked if the internal audit reports could be recirculated and considered and whether this would need to be reconsidered as part of the internal audit plan. Martin Pugh asked if the university would consider the main features of the article and whether these private providers also performed in the same way. The first aspect was the registration and lower or no level of engagement thereafter. It was highlighted that this would show in the B3 metrics. With regard to the use of agents, the two private providers did use agents to recruit students, and this could be looked at, but it was not disallowed from a regulatory perspective. Gemma Brierley asked if the University had checked all sites that were part of the delivery model. Raheel Nawaz confirmed that there was physical sites visits as part of the due diligence of providers and changes in their locations would need to go through an approval process. The partners also had link tutors who would visit the partners on a regular basis as part of the quality assurance process. The Vice Chancellor outlined the current situation with proposed local government reorganisation. Martin Pugh asked about the estates portfolio given the leaving of Dr Adrian Rowlands. Sally McGill explained that this was now covered by Ian Waterhouse in the post TOM world, and that the Student Village continued to be led by the Sally McGill and project management team in place. There were no further comments and the report was noted.</p>
3 SUB-COMMITTEE BRIEFING SHEETS AND REFERRED ITEMS	
2991	<p>BRIEFING SHEET - Strategy and Performance Committee, 5 March 2025 BG/136/05</p> <p>APPROVAL:</p> <p>a) Minute 461 - Student Recruitment – End of Cycle Report – BG/136/06 was introduced by Ian Blachford Chief Operating Officer. It was noted that the main cycle had suffered from a fall in applications, but conversion had remained stable and in some areas had made up some loss of applications. In clearing, the university had fewer applications and less conversion. This clearing performance had now informed the predictive modeller for the current year. The report was discussed and approved.</p> <p>b) Minute 462 - Undergraduate Student Recruitment Performance in Cycle – BG/136/07 was introduced by Ian Blachford, Chief Operating Officer, explaining the current position of the sector recruitment in cycle. The numbers in the paper were updated at the meeting reflecting the position on 10th March. This showed that the applications continued to be down on last year by circa 8%, representing 92% of the application volume for the cycle based on last year comparator information. Offers were now down 7% (previously 7.6%), firms were now down 8.4% (previously</p>

	<p>10.8%), and the predictive modeller was indicating that we may land on 2361 enrolments as opposed to 2337 in the paper, against last year's actual of 2425.</p> <p>c) Minute 463 - Academic Portfolio – Size and Shape – BG/136/08. Raheel Nawaz outlined the paper that had been considered at Strategy and Performance Committee, reflecting on the current analysis of the academic portfolio, and its relative strengths and weaknesses, compared to the competitor set.</p> <p>Gemma Brierley stated that she thought the structure of the paper and the categories were very helpful but felt the paper then did not progress in terms of the ROI on each course. Sally McGill explained that this was now being analysed in terms of both the staffing, resources, estates etc, together with understanding how every course contributed to the established fixed costs of the university.</p> <p>Kevin Gould asked how this base would determine future markets, so that the portfolio was not reactive, but proactive. Raheel Nawaz stated that this was reliant upon both the market insights team and the academic staff to read the runes for future developments.</p> <p>d) Minute 464 - Academic Portfolio – Future Direction – BG/136/09 Raheel Nawaz outlined that from the assessment of the current position, this then illustrated the specific portfolio actions that were being undertaken to either enter or exit from that part of the academic portfolio.</p> <p>It was discussed that the changes in the academic portfolio would need to be reflected in the overall approach to marketing and the development of more coherent messaging and campaigns.</p> <p>Jonathan Chapman asked about the product development route, and the need for this to be accelerated. Raheel Nawaz stated that this was needing to be addressed and would be as a priority, combining speed with the need for managing regulatory risks. It was suggested that Raheel Nawaz bring back the progress of this to a future Strategy and Performance Committee.</p> <p>FOR INFORMATION: Minute 466 - KPI Scorecard – BG/136/10 – was noted for information.</p>
2992	<p>BRIEFING SHEET - Audit and Risk Committee 12 February 2025 BG/136/11</p> <p>APPROVAL:</p> <p>a) Minute 2069 - Fraud Prevention Policies - BG/136/12 were approved and they would now be rebranded and placed on the university website. Gemma Brierley asked about how they fraud policy worked with the external partners. Sally McGill agreed to look at this to check that either the policy covered this or other appropriate policies and procedures, if this was more appropriate. A report would come back to the Audit and Risk Committee.</p> <p>b) Minute 2070 - Public Interest Disclosure Policy - BG136/13 was approved and would now be placed on the university website, incorporating learning from earlier disclosures.</p> <p>c) Minute 2071 - High Level Risk Registers - BG/136/14 were approved, noting they had been updated for the post TOM world establishment and role responsibilities.</p> <p>d) Minute 2073 – External Auditors Contract – it was approved by the Board of Governors to extend the external auditors option within the contract for a final two years for 2024-2025 and 2025-2026.</p> <p>Information – None</p>
2993	<p>BRIEFING SHEET - Sustainability and Resources Committee 12 March 2025 BG/136/15</p> <p>APPROVAL:</p> <p>a) Minute 723 – Student Village Update - BG/136/16 was provided by Sally McGill, Chief Financial Officer, which assisted the Board in their understanding of the progress with the student village. The paper also explained the inter relationships between the different parties involved. The report was approved.</p> <p>b) Minute 724 – Sustainability Update BG/136/17 – the report was approved.</p> <p>c) Minute 728 – Student Recruitment Update for 2025 – 2026 - BG/136/18 – was discussed and noted</p> <p>d) Minute 729 – P6 Forecast Outturn and Half-Yearly Management Accounts - BG/136/19 was discussed and noted</p> <p>e) Minute 730 – Five Year Financial Plan (Base Plan, Stretch Plan and Stress Testing) - BG/136/20 – Sally McGill, Chief Financial Officer explained the three-scenario model approach for the next year's financial planning. These were decline, stable and growth. The full income picture would be available by the end of April 2025, based on clarity of numbers for student recruitment, apprenticeships, partners, etc, together with a considered halo effect in each scenario of the broader developments that are underway. These would then inform the income projections for each of the three scenarios. Further financial analysis would be undertaken to then identify the difference in income and expenditure and then an identification of the actions that would need to be taken to close this gap. This information would be made available to the Chairs at the monthly meetings and the important headlines shared with the rest of the Board in between the committee cycle. It was noted that the University would deliver a surplus this year, whereas it was reported by the regulator that 70% of the sector would be in deficit. It was noted that the bank covenant on returning a surplus remained the most important aspect to manage in the short term. It was highlighted by Martin Pugh, that the earlier point of ROI on courses was also an important aspect that would need to be considered. More broadly, it was raised by the Board that each of the three scenarios would need to be assessed on the basis of viability, so that the Board were fully aware of the implications of accepting one of these scenarios in the future. This viability would need to take into account a managed way through the external factors, rather than a reliance on the opportunistic outcome of out surviving the competition. It was noted that the stable recruitment position, in the current environment was overlayed with a level of ambition, which was as yet untested, given the in-year recruitment numbers and predictions. Furthermore it was important to stress test each of the scenarios, to understand what individual factors, or range of factors, would result in the chosen scenario failing, and an understanding of what the immediate impact and next steps would be in these circumstances. Of upmost importance going forwards was realistic planning,</p>

	<p>an honest appraisal of the continuing external position, together with an honest appraisal of our performance, so that governors could make sense and assist in the financial stewardship of the University.</p> <p>INFORMATION:</p> <p>a) Minute 735 - HR and Organisational Development Annual Report 2023-24 - BG/136/21- was noted. b) Minute 736 – Health and Safety Annual Report 2023-24 - BG/136/22 was noted.</p>
2994	BRIEFING SHEET – Remuneration Committee, 17 March 2025 BG/136/23 – was noted.
4 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	
2995	The International Fee Setting 2026 – 27 BG/136/24 paper was introduced by Sally McGill, Chief Financial Officer who outlined a proposed 2% increase in international tuition fees for the 2026-27 academic year for undergraduate provision and postgraduate nursing and allied health courses. The remainder of the postgraduate provision to have a 2% uplift with a rounding up to the nearest £500 for marketing purposes (total a 4.4% approx. uplift), to support clarity of promotion. Fees have been static since 2024-25 and so proposed uplifts in 2026-27 are required for financial sustainability in what has been a declining application picture. This increase aims to mirror sector trends, whilst maintaining competitiveness, and supporting the University's financial stability. The proposal includes retaining the SMART scholarship of £3,000 per annum to remain competitive and attract price-sensitive regions and extending it to cover undergraduate and postgraduate allied health courses which are not currently included. The international fees were approved following a discussion. It was noted that the international recruitment strategy was under development and this would then need to align the price point of the courses with greater clarity on markets and the academic portfolio.
2996	Update on Board Vacancies BG/136/25 – the update on the Board vacancies was provided and the Board formally approved the appointment of Jo Nixon to role of governor drawn from the professional support staff. Jo would join the summer cycle of the meetings.
5 FOR INFORMATION	
2997	Students' Union Report BG/136/26 – the report was presented by Precious Ogbein outlining a number of key developments that were underway with the Student Union.
2998	<p>*Academic Board minutes (confirmed)*:</p> <ul style="list-style-type: none"> • Minute 297 25 September 2024, BG/136/27 – noted. • Minute 298 5 December 2024, BG/136/28 – noted.
6 ADDITIONAL MATTERS	
2999	<p>Any additional matters</p> <p>It was noted that this was the last meeting for Colin Hughes as the Chair of the Board of Governors and as a governor. The Board wished to thank him for his leadership and contribution to the Board.</p>
3000	Next scheduled meeting: Weds 25 June 2025 (CA 105 6 Catalyst, Leek Rd)