

## Board of Governors

TIME /DATE / VENUE	1130, 22 January 2025, Room 4.18, St Andrew's Court Board Room
PRESENT	David Willan (Chair) Bahram Bekhradnia Roger Burke-Hamilton Madeline Denmead Penny Emerit Professor Graham Galbraith Dr Michelle Hale Dr Adrian Hull (minute 65 onwards) Claudia Iton Liz Jolly Alan Lees Morgan Lowman David Madoc-Jones (by videoconference) Becky Miles Stacey Parrinder-Johnson Professor Sandy Pepper Mark Readman (Minutes 59 to 62 and 65 to 66) (by videoconference) Sukkanya Siva Marija Solic Chris Williams (by videoconference)
IN ATTENDANCE	Chris Chang, Deputy Vice-Chancellor (Global Engagement and Student Life) Claire Dunning, Director of Legal and Compliance (minute 70) Fiona Hnatow, Chief People Officer Professor Sherria Hoskins, Provost Fiona Loughran, Director of Planning (minute 64) Professor Anne Murphy, Deputy Vice-Chancellor (Education) Mary White, Chief Financial Officer Professor Nigel Williams, Interim Deputy Vice-Chancellor (Research, Innovation and External Relations)
SECRETARIAT	Paul Mould, Executive Director of Corporate Governance Annette Mills, Head of Governance Services Helen Malbon, Senior Governance Officer Jacqui Bryden, Senior Governance Officer (minute 66 only)

A paper was tabled on 17 January 2025 in support of the Board Effectiveness agenda item.

Prior to the formal session, the Board received a briefing from Kevin Childs, Director Student Support Services on how the Student Services department was developing and the plans for its future.

## **59. Introductions, Apologies, Quoracy and Conflicts of Interest**

- i. The Chair welcomed Professor Nigel Williams, Interim Deputy Vice-Chancellor (Research, Innovation and External Relations) to his first meeting of the Board.
- ii. There were no apologies for absence.
- iii. The Executive Director of Corporate Governance confirmed that the meeting was quorate and could proceed to business.
- iv. It was noted that Professor Nigel Williams and Claudia Iton were distantly related.
- v. The following standing declarations of interest were noted:
  - a) David Willan had been a Director of Portsmouth Football Club until August 2017 and was now a President of its Heritage and Advisory Board.
  - b) Alan Lees is the Chief Executive of KCG Audit Limited which provided internal audit services to HEIs.

## **60. Minutes of the Previous Meeting - confidential**

The minutes of the meeting held on 27 November 2024 were confirmed as an accurate record.

## **61. Matters Actioned and Matters Arising - confidential**

Action was reported on the following matters:

- i. An email was circulated to the Board of Governors on 18 December 2024 proposing holding the 25 March 2025 Board meeting at the London Campus. Following discussion, it was confirmed that all members would be able to attend and so the necessary arrangements would be made.
- ii. An update on the Modern workplace: Microsoft 365 had been added to the Board business schedule to be received at a future meeting.
- iii. On 9 October 2024, the Board approved electronically that the final stage interview panel would have delegated authority to appoint the next Deputy Vice-Chancellor Research and Innovation, a senior post-holder and Board appointment. Professor Nigel Williams was appointed as the Interim Deputy Vice-Chancellor Research and Innovation with effect from 2 January 2025. Following a recruitment process, an announcement was made, at the Board Effectiveness workshop on 10 January 2024, of the substantive appointment of Professor Vikas Kumar as Deputy Vice-Chancellor Research and Innovation with effect from 2 April 2025. The Board noted that the appointment had been made in accordance with the authority delegated to the interview panel on 9 October 2024.
- iv. It was noted that following circulation of the Annual Report on the Prevent Duty 2023/2024, the Governors' role in safeguarding would be included in future recruitment and induction information.

- v. For the year end 31 July 2025, the Executive would provide a letter of assurance to the Board of Governors via the Audit and Risk Committee to enable the Chair of the Board to sign the Letter of Representation to the external auditors.
- vi. The Risk Management Policy was undergoing review so that it was fully aligned with practice at the University and supported the processes for managing risk appropriately. It would be brought to the 25 March 2025 Board of Governors meeting.

**Action: Executive Director of Corporate Governance**

- vii. The University Strategic Plan would be discussed by the Board at its March 2025 meeting and had been added to the board business.
- viii. There were no other matters arising.

## **62. Report from the Vice-Chancellor**

The Board noted the written report and some topics were discussed further:

- i. In June 2024, the then Minister for Skills, Apprenticeships and Higher Education had written to all HE providers, asking for ownership of mental health at an executive level to drive adoption of best practice and a target date set for all universities to join the University Mental Health Charter (UMHC) Programme.
- ii. The University had strategically considered the work involved and estimated that it would take three years to be in a position to be successful in applying for the Charter Award.
- iii. In response to a question about the three year timescale to completion, it was noted that this scheme, unlike Athena Swan, did not have staged awards whilst working to the full award. This target was therefore considered realistic by the Executive to meet the lengthy list of criteria. Only 12 out of a total of 400 HEIs currently held the award.
- iv. The team were congratulated for the recent award of good in each category for the University Degree Apprenticeship and Skills Bootcamps Ofsted Inspection. The Executive was pleased with this outcome for a first inspection. It was noted that endpoint outcomes were influenced by the linked employer: Apprentices sometimes stopped the course before the final assessment because there was a lack of incentive for them to finish the formal course from an employment point of view. This had an impact on the University's completion rates.

## **63. Report from the Chair**

The Board received and noted an oral report from the Chair. The key points noted were:

- i. University of Portsmouth Chancellor Karen Blackett OBE has been awarded a CBE in the King's New Year Honours List 2025 for services to Advertising and the Creative Industries. The Board agreed that the Chair should write to congratulate her on its behalf.
- ii. Thanks were recorded to all those governors who attended the Board effectiveness

workshop on 10 January 2024, and to the organising team and contributors for an informative and productive day.

- iii. The Office for Students was currently consulting on its new strategy for 2025 to 2030. The CUC had invited responses from HEIs to inform its input and Sandy Pepper had prepared the response on behalf of the Chair. The key points made had been:
  - a. There was little on the role that AI would play in future Higher Education
  - b. The focus on student outcomes could be greater
  - c. Consideration should be given as to whether the increasingly competitive market was a healthy thing for the sector and for student experience.

The Board noted the focus of the OfS on the financial sustainability of the sector rather than directly on the student experience, for example quality inspections had been paused. The consultation would close on 20 February 2025.

## **64. University Strategy 2030 – confidential**

## **65. Election of Chair of Board**

Paul Mould, Executive Director of Corporate Governance, provided an update on the election of the next Chair of Governors following the proposals agreed at the October 2024 Board:

- i. By the closing date of 10 January 2025 two nominations had been received from the external governors: Professor Sandy Pepper and Mark Readman. Ballot papers including the candidate statements would be issued to all governors on 22 January 2025.
- ii. The Board previously agreed that ballot papers should be returned by 24 February 2025. However, in order that the Chair elect could contribute to the development of the action plan arising from board effectiveness discussions, changes to the timetable were proposed, namely:
- iii. 7 February 2025: Deadline for completed ballot papers to be returned to the Executive Director of Corporate Governance.
  - 10 February 2025: Ballot papers are counted and candidates informed of the outcome
  - 11 February 2025: The Board is informed of the outcome of the election
  - 25 March 2025: Chair-elect appointment is agreed by the full Board of Governors
- iv. Both candidates had indicated their agreement with the proposal and the Board agreed the new timeline.
- v. Nominations Committee would discuss Committee membership for the year 2025/2026 when it met on 7 March 2025. Both candidates currently sat on the Audit and Risk Committee, but CUC guidance stated that the Chair cannot be a member of the Audit and

**66. Board effectiveness – confidential****67. University Management accounts**

The October 2024 Management Accounts were received by Infrastructure and Finance Committee on 14 January 2025. The Chair of Committee noted that there had not been any material change to the financial year end forecast. It was hoped in future the month end accounts could be available more quickly and the team was thanked for producing graphic depictions of the information. The Board noted the October management accounts.

**68. Student Recruitment Update - confidential****69. Academic Council**

Anne Murphy, Deputy Vice-Chancellor (Education), provided an informative presentation on the role of Academic Council. Key points noted were:

i. The articles of Government stated:

that there shall be an Academic Council of the University which shall, subject to the control and approval of the Board of Governors, oversee the teaching and research of the University and be responsible for the academic quality and standards of the University and the admission and regulation of Students. (4.4)

The Board of Governors shall receive and test assurance from the Academic Council that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective. The Academic Board shall provide to the Board of Governors such academic assurance as it may require from time to time. (4.5)

ii. The key functions ranged from setting academic policy and regulations to monitoring and evaluating the student experience via a range of methods and sub-committees.

iii. The permanent Academic/Education Committees and Groups were:

i. University Education and Student Experience Committee

ii. Monitoring and Evaluation Group

iii. Academic Quality Group

iv. University Portfolio Approval

iv. The Academic Council received a summary of each Board of Governors meeting and the Board received a Chair's report on each Academic Council meeting along with a copy of the minutes of the meeting.

- v. A discussion took place as to if it would be helpful for the Board to spend more time in the meeting hearing from the Vice-Chancellor on current topics discussed in Academic Council, in order to enhance their understanding rather than to become involved in management decisions. It was suggested that the VC might introduce his report in the Board meeting rather than just have the paper to note, proving an opportunity for follow up questions. Overall, there was a strong preference for a discussion on the subject, not just receipt of a paper or report.
- vi. In response to questions, the Board was informed that although named Academic Council, professional service were members and also included in the Subcommittee structure.

**70. London Campus - confidential**

**71. Eldon Car Park - confidential**

**72. Civil Engineering Laboratories – confidential item**

**73. Vice-Chancellor's summary objectives 2024/2025**

The objectives had been developed following performance and development review (PDR) discussions with the Chair and Deputy Chair of the Board of Governors and were discussed by the Remuneration Committee when it met on 1 November 2024. The Board noted the Vice-Chancellor's summary objectives for 2024/2025 and it was agreed that the comprehensive report on the University's comparative performance, which had been received by the Remuneration Committee in November 2024, would be circulated to the Board for information.

**Action: Executive Director of Corporate Governance**

**74. Internal Audit Tender update – confidential**

**75. Reports circulated for approval outside the meeting**

The Board received the following papers in correspondence by electronic circulation for approval on 15 January 2025:

- i. Academic Council Constitution, Membership, Terms of Reference and Terms of Office - At the meeting of the Academic Council on 19 November 2024, members considered its Constitution, Membership and Terms of Reference and approved the changes to the membership. The changes were the result of staffing changes or the end of the term of appointment for some elected members.
- ii. Annual Remuneration Committee Report to the Board of Governors. If approved, the document will be published on the web after the Board meeting.

**Action: Executive Director of Corporate Governance**

- iii. Statement of Primary Responsibilities Comparison with Board Business 2024

The report summarised the business conducted in 2024, following the adoption of the new statement from February 2022. The Board approve the analysis and confirmed that

the Board discharged its primary responsibilities in 2024

A simple majority of eleven governors was required to respond positively to gain the necessary approval.

**Post-meeting note:** The threshold of eleven governors confirming approval of the reports was met on 29 January 2025.

## **76. Reports circulated for approval outside the meeting**

- i. The following reports were circulated electronically to the Board for note on 15 January 2025:
  - a. Risk Management Update
  - b. Undergraduate Degree Outcomes Statement
  - c. People, Culture and Engagement Committee Chair's Report
  - d. Health and Safety Annual Report 2023/2024
  - e. Academic Council Chair's Report
- ii. Draft minutes of the Academic Council meeting of 19 November 2024 were circulated to members on 14 January 2025.

## **77. Meeting date 2025/2026**

Meetings would take place on:

Wednesday 8 October 2025 from 1130 to 1630

Wednesday 26 November 2025 from 1130 to 1630

Wednesday 28 January 2026 from 1130 to 1630

Wednesday 25 March 2026 from 1130 to 1630

Wednesday 1 July 2026 from 1130 to 1630

## **78. Date of Next Meeting**

The next meeting of the Board of Governors would take place on Tuesday 25 March 2025 at the London Campus.