

University of Plymouth Higher Education Corporation

Board of Governors

Minutes of the Meeting of the Board of Governors on Thursday 22 November 2018.

Present: Colin Drummond OBE DL (Chair) Bruce Mann
 Hamish Anderson Dr Ursula Ney
 Dr Arunangsu Chatterjee Dinah Nichols CB
 Alex Doyle Simon Perry
 Tilda Fraser Professor Judith Petts CBE
 Michelle Hanson Isobel Rossiter
 Kate Jackson Tom Yoritaka
 Professor Kevin Jones

Secretary: Sonia Burgess, Clerk to the Board **(CB)**

In attendance: Professor Simon Payne (Deputy Vice-Chancellor - International and Planning)
(DVC I&P)
 Professor Julian Chaudhuri (Deputy Vice-Chancellor - Education and Student Experience) **(DVC ESE)**
 Professor Jerry Roberts (Deputy Vice-Chancellor – Research and Enterprise) **(DVC R&E)**
 Alastair Matthews (Chief Financial Officer) **(CFO)**
 Gordon Stewart (Registrar and Secretary) **(R&S)**
 Kirstie Spencer (Head of Health and Safety) for item 5
 Anna Sendall (Academic Registrar) for items 9 and 10.1

| Item | | Action |
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| 18/06/1 | <p>Obituaries Noted:</p> <ul style="list-style-type: none"> • Governors marked the death of Ciaran Smith, a final year Economics with Politics student. | |
| 18/06/2 | <p>Membership</p> | |
| 2.1 | <p>Apologies for Absence Noted:</p> <ul style="list-style-type: none"> • There were no apologies for absence. | |
| 2.2 | <p>Notification of Any Other Business Noted:</p> <ul style="list-style-type: none"> • No notification of any other business. | |
| 2.3 | <p>Declarations of Interest (Enclosure A) Noted:</p> <ul style="list-style-type: none"> • The declarations of interest set out in Appendix 2 apply. • No other potential conflicts of interest, relating to matters discussed at the meeting, were identified. | |
| 2.4 | <p>Confidentiality Status of Agenda Items Noted:</p> | |

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| | <ul style="list-style-type: none"> All items on the agenda were treated as confidential on the grounds of commercial confidentiality except items 1 and 2. | |
| 18/06/3 | Minutes | |
| 3.1 | Minutes of the Meeting of the Board of Governors held on 3 October 2018 (Enclosure A) Noted: <ul style="list-style-type: none"> The minutes were approved as a correct record of the meeting and signed by the Chair. | |
| 3.2 | Necessary Redactions Agreed: <ul style="list-style-type: none"> The minutes of the 3 October 2018 will be published in full. | EA |
| 3.3 | Matters Arising (Enclosure B) Noted: <ul style="list-style-type: none"> The report on various matters arising was noted. | |
| 18/06/4 | Chair's Remarks Noted: <ul style="list-style-type: none"> The revised dates for the joint Board/UEG Away day are 25th and 26th March 2019. | |
| 18/06/5 | Health and Safety Update (Enclosure C) (Confidential) <i>Kirstie Spencer, Head of Health and Safety, attended for timed business</i> Noted: <ul style="list-style-type: none"> The Report covered the period 1st Nov 2017 to Oct 31, 2018 and included the leading and lagging indicators and details of the 3 RIDDOR incidents within this period. The Board noted that the Head of Health and Safety is working with safety co-ordinators to ensure that Faculties and departments have appropriate number of fire marshals and first aiders. Health & Safety training forms a key part of the recently implemented new managers' basic training. The Board noted the Report. | |
| 18/06/6 | Vice-Chancellor's Report (Enclosure D) (Confidential) Noted: <ul style="list-style-type: none"> Brexit update (1.1) – the University continues to support the University's EU staff via various initiatives. Unconditional Offers - a UCAS Report ranking universities according to how many unconditional offers they make is due in early 2019. The University's approach is in line with the sector. USS and TPS pension schemes update (2.5) – the Board noted the impact on the University's costs in relation to these schemes. Update on Student Recruitment (3.1) – the Board noted that it is very early in the recruiting cycle and it is too early to draw conclusions as to trends at this stage. Athena Swan (3.4) – the University secured a Bronze award. Update from Board/UEG Away Day in October 2018 (3.5) – a number of actions arising will inform the content of March 2019 Away Day. | |

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| | <ul style="list-style-type: none"> • Doctoral Training Partnership (DTP) (4.4) – Plymouth is one of 5 universities involved in the Advanced Research and Innovation in Environmental Science DTP. • Research Awards (5) – the Board noted the research award position as at October 31st. | |
| 18/06/7 | <p><u>Students' Union Report (Enclosure E)</u> <i>Presentation by Alex Doyle (UPSU President) and Tilda Fraser (VP Welfare & Diversity)</i></p> <p>Noted:</p> <ul style="list-style-type: none"> • Sabbatical Officer Changes (1.2) – with effect from the 2019/20 academic year UPSU will revert to employing 5 sabbatical officers. • BBN Plymouth Awards 2018 (1.1) – UPSU secured the Best Student Venue in Plymouth award, 2018. • Freshers' week update (2) – the activities and success of Fresher's week were outlined. UPSU is in discussions with the Academic Registrar about strengthening the partnership between the University and UPSU in relation to Freshers' week. • Campaign/Representation updates (3) – the Board noted UPSU's current campaigning activity. • Wellbeing Showcase (3.3) – the Board noted the success of this joint event between the University and UPSU. • Advice Volunteers (3.4) – UPSU will be recruiting Advice Volunteers to provide peer-led sign-posting support in support of the work of the VP Welfare. • Sports - UPSU reported that their partnership with the University in relation to sport is progressing well. • The Board noted that future reports would not include the sabbatical officers' updates. | |
| 18/06/8 | <p>Finance</p> | |
| 8.1 | <p>Management Accounts for Month 2 (Enclosure F) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> • The Management Accounts for Month 2 were reviewed by Finance Committee at its November 6th meeting. • The Board noted that UEG has agreed appropriate action to realise required efficiencies and that this action was in progress. • Finance Committee will review the final view of student numbers and any consequential actions at its January meeting as part of the full period 4 reforecasts. • The Board noted current discussions with UPP. | |
| 18/06/9 | <p>Mental Health & Wellbeing Update (Enclosure G) (Confidential)</p> <p><i>Anna Sendall, Academic Registrar, attended for timed business</i></p> <p>Noted:</p> <ul style="list-style-type: none"> • The Board noted the following: <ul style="list-style-type: none"> - the development of a University wide well-being strategy - the piloting of curriculum-embedded resilience training - the recruitment of an additional counsellor, and consequent positive impact on waiting times - the work of the Well-being Café | |

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| | <ul style="list-style-type: none"> The University acknowledges the importance of bringing together all the work on well-being and the importance of both a physical and virtual single point of contact. <p>Agreed</p> <ul style="list-style-type: none"> The Board noted the update. | |
| 18/06/10 | OfS Annual Accountability Returns | |
| 10.1 | <p>Annual Prevent Duty Monitoring Report (Enclosure H) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Board noted new reporting requirements under OfS' regulatory framework. The Academic Registrar will ensure that UPSU are involved in the development of the Prevent Policy. <p>Agreed</p> <ul style="list-style-type: none"> The Board endorsed the Prevent Duty Monitoring report and approved that the Chair signs the Assurance Statement prior to submission to OfS. | |
| 10.2 | <p>Annual Report and Financial Statements for y/e 31 July 2018 (Enclosure I) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Annual Report and Financial Statements were reviewed by the Finance and Audit Committees at a joint meeting on November 6, and all documents were recommended for approval by the Board. KPMG audited the accounts and provided an unqualified audit opinion. The Board reviewed the documents and supporting commentary provided by the CFO. The Chairs of Finance Committee and Audit Committee confirmed that the Committee commended the thorough and robust nature of the documents and expressed their thanks to the CFO and finance team. The University will consider how best to communicate the headlines of the Annual Report to staff. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the University's Annual Report and Financial Statements for the year ending 31 July 2018 for signature and submission to the OfS. | |
| 10.3 | <p>External Auditors' Highlights Memorandum and Management Letter for y/e 31 July 2018 (Enclosure I) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Audit and Finance Committees considered the Memorandum and Letter at their joint meeting (6 November 2018) and recommended the documents for approval by the Board. <p>Agreed</p> <ul style="list-style-type: none"> The Board approved the External Auditors' Highlights Memorandum and Management Letter for signature prior to submission to OfS. | |
| 10.4 | <p>Annual Financial Statements for the University's wholly owned subsidiaries for y/e 31 July 2018 (Enclosure J) (Confidential)</p> <p>Noted</p> <ul style="list-style-type: none"> The joint meeting of the Audit and Finance Committees on 6 November 2018 reviewed the Financial Statements of the University's subsidiaries, as signed by the Directors of the subsidiaries. <p>Agreed:</p> | |

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| | <ul style="list-style-type: none"> The Board noted the Financial Statements for the University's wholly owned subsidiaries for the year ended 31 July 2018. | |
| 10.5 | <p>Annual Assurance Return 2017/18 (Enclosure K) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Annual Assurance Return and supporting information was reviewed by the Audit Committee and recommended for Board approval at its meeting on November 6. The Board reviewed and acknowledged the report on <i>Continuous Improvement of the Student Academic Experience and Student Outcome</i> as providing the requisite assurance for part 2 of the return. UEG and Senate members also reviewed the report. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Annual Assurance Return for signature by the Vice-Chancellor as Accountable Officer prior to submission to OfS. | |
| 10.6 | <p>Annual Audit Committee Report (including the Annual Internal Audit Report) (Enclosure L) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Reports were reviewed by Audit Committee at its meetings on 25 September and approved by Committee on 6 November. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the Annual Report of the Audit Committee for submission to OfS. | |
| 18/06/11 | Governance | |
| 11.1 | <p>Second term of office for eligible Governors (Enclosure M) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> Hamish Anderson and Kate Jackson were due to end their first terms of office on December 31, 2018 and had confirmed to the Chair of the Nominations that they were willing to continue for a 2nd 3-year term. The Nominations Committee at its October 3 meeting recommended for Board approval the 2nd term appointments. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved a second term of office for Hamish Anderson and Kate Jackson, beginning January 1st 2019, for a period of three years. | |
| 11.2 | <p>Board Committee appointments (Enclosure N) (Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Nominations Committee at its meeting on 22 November 2018 recommended for Board approval the appointment of Dr Ursula Ney to Audit Committee and Tom Yoritaka to Finance Committee. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the appointment of Dr Ursula Ney to Audit Committee and Tom Yoritaka to Finance Committee. | |
| 11.3 | <p>Appointment of Independent Governor</p> <p>Noted:</p> <ul style="list-style-type: none"> The Chair tabled a recommendation from the Nominations Committee of November 22, to appoint Professor Simon Gaskell as an independent governor. | |

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| | <ul style="list-style-type: none"> The Board noted the recruitment process and Professor Gaskell's biography. <p>Agreed:</p> <ul style="list-style-type: none"> The Board approved the appointment of Professor Simon Gaskell as an independent governor for a three year term from January 1, 2019. | |
| 18/06/12 | <p>Annual Sustainability Report (Enclosure O)</p> <p style="text-align: right;">(Confidential)</p> <p>Noted:</p> <ul style="list-style-type: none"> The Board reviewed the Report and suggested some minor amendments. <p>Agreed:</p> <ul style="list-style-type: none"> The Board commended and noted the report. | |
| 18/06/13 | <p>Annual Value for Money Report (Enclosure P)</p> <p style="text-align: right;">(Confidential)</p> <p>Noted.</p> | |
| 18/06/14 | <p>Strategic Risk Registers (Enclosure Q)</p> <p style="text-align: right;">(Confidential)</p> <p>Noted.</p> | |
| 18/06/15 | <p>Annual Review of the Consolidated Accounts of the Students' Union (Enclosure R)</p> <p style="text-align: right;">(Confidential)</p> <p>Noted.</p> | |
| 18/06/16 | <p><u>Committees Minutes</u></p> <p style="text-align: right;">(Confidential)</p> | |
| 16.1 | <p>Report from the Finance Committee held on 6 November 2018</p> <p>Noted.</p> | |
| 16.2 | <p>Minutes of the Audit Committee held on 25 September 2018</p> <p>Noted.</p> | |
| 16.3 | <p>Report from the Audit Committee held on 6 November 2018</p> <p>Noted.</p> | |
| 16.4 | <p>Draft minutes of the Health and Safety Assurance Committee held on 16 October 2018</p> <p>Noted.</p> | |
| 16.5 | <p>Draft minutes of the Nominations Committee held on 3 October 2018</p> <p>Noted.</p> | |
| 16.6 | <p>Report from the Nominations Committee held on 22 November 2018</p> <p>Noted.</p> | |
| 16.7 | <p>Report from the Reward and Remuneration Committee held on 22 November 2018</p> <p>Noted:</p> <ul style="list-style-type: none"> The Committee considered and agreed to adopt the CUC Code on Reward and Remuneration. The Committee reviewed UEG members pay awards. | |
| 18/06/17 | <p>Any other business</p> | |
| 17.1 | <p>Educational visit to Auschwitz</p> <p>Noted:</p> <ul style="list-style-type: none"> Members of the University and UPSU attended a Government funded educational visit to Auschwitz jointly organised by the Holocaust Education Trust and the Union of Jewish Students. | |

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| | <ul style="list-style-type: none"> The trip is part of a national initiative to deal with hate crime and racism within UK universities Members of the University and UPSU will attend a follow-up meeting to identify the action universities can take to address hate crime and racism. | |
| 18/06/18 | <p><u>Date of Next Meeting</u> Thursday 31 January 2019</p> <p>Items for January meeting to include:</p> <ul style="list-style-type: none"> - Annual Fundraising Report - H&S update to include Annual Report - Academic Partnerships Annual report - Away Day Agenda for March | |
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Appendix 1: Action Plan

| Minute | | By | Deadline |
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| 18/06/3.1 | The minutes of the Board Meeting on 3 October 2018 to be published. | EA | As soon as possible |
| 18/06/10.1 | Prevent Duty: To upload the Report and accompanying data annex for submission to OfS. | CFO | 1 December 2018 |
| 18/06/10.2 | Annual Report Financial Statements for the year ending 31 July 2018 to be uploaded for submission to OfS and to arrange signature of the External Auditors' Letter of Representation. | CFO/CB | 1 December 2018 |
| 18/06/10.3 | External Auditors' Highlights Memorandum and Management Letter for y/e 31 July 2017: To upload for submission to OfS. | CFO | 1 December 2018 |
| 18/06/10.4 | Annual Financial Statements for the University's wholly owned subsidiaries for y/e 31 July 2018: To upload the Return for submission to OfS | CFO | 1 December 2018 |
| 18/06/10.5 | Annual Assurance Return: To upload the Return for submission to OfS | CFO | 1 December 2018 |
| 18/06/10.6 | Annual Report of the Audit Committee: To upload the Report for submission to HEFCE. | CFO | 1 December 2018 |
| 18/06/12 | Annual Sustainability Report: copies of the final glossy version will be sent to all governors. | CB/EA | |
| 18/06/17.1 | The link to the article published in the Guardian on 21 November to be sent to all independent governors: | CB/EA | As soon as possible |
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Appendix 2: Declarations of Interest

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| Colin Drummond OBE DL | <p>Taunton and Somerset NHS Foundation Trust (Charity No. 1059922)</p> <p>Calvert Trust, Exmoor</p> <p>1610 Society (alumni legacy fund raising for Wadham College, Oxford)</p> <p>Water Conservation Trust (provision of bursaries for post graduate study in the water and environmental sectors) (Charity No. 1007648)</p> <p>Deputy Lieutenant of Somerset</p> | <p>Chairman (non Exec)</p> <p>Honorary Vice-President</p> <p>President</p> <p>Trustee</p> |
| Hamish Anderson | <p>Norton Rose Fulbright LLP Nottingham Trent University Law School Advisory Group, Kingston University Le Page Architects Ltd (Company No. 07204847)</p> <p>Peninsula Medical Foundation (Charity No.1060423/Company No.03300591)</p> <p>University of Oxford, Commercial Law Centre The Charlie Sumption Memorial Fund (Charity No. 1136955)</p> | <p>Consultant Honorary Professor Member</p> <p>Wife is a director</p> <p>Committee Member (Director)</p> <p>Member</p> <p>Trustee</p> |
| Dr Arunangsu Chatterjee | <p>St Andrew's Church of England Primary School, Plymouth South Asian Society of Devon and Cornwall (Charity No. 1110925)</p> | <p>Vice Chair & Governor</p> <p>Secretary & Trustee</p> |
| Alex Doyle | <p>University of Plymouth Students' Union UPSU Trustee Board (Company No.10676070/Charity No.1172830)</p> | <p>President and trustee Chair</p> |
| Matilda (Tilda) Fraser | <p>University of Plymouth Students' Union UPSU Trustee Board (Company No.10676070/Charity No.1172830)</p> | <p>Vice-President and trustee Chair</p> |
| Michelle Hanson | <p>Sodexo Trustee Services Ltd (Company No. 02999749)</p> <p>The Springfields Academy (part of Reach South Academy Trust)</p> | <p>Trustee and Chair</p> <p>Governor</p> |

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| Kate Jackson | Trethawle Enterprises LLP Trethawle Renewables (Company No.08244980) Clean Earth Trethawle Turbine (Company No.08244545) Menheniot School Association (Charity No. 1061162) | Partner Director Director Chair and Trustee |
| Professor Kevin Jones | Engineering Council (Company No.RC000150) Mayflower Autonomous Ship (Company No.10003369) UTC Plymouth (Company No.07645326) STEM Plymouth PSP Ltd (Company No.03157625) UoPEL (Company No.03707827) City, University of London Shugenkai | Trustee Director Governor Chair Member of the board Member of the board Visiting academic President |
| Bruce Mann CB | Lodestone 1452 Ltd. Clients are: <ul style="list-style-type: none"> • Emergency Planning College/Serco, providing advice and training in emergency preparedness and response. • Cornwall Council and STP, on estate matters. • Southampton Council and public sector partners, on estate matters. • The Government of Saudi Arabia, in building better emergency preparedness and response capabilities • Q5 Ltd, Associate Partner, on public sector strategy and transformation. • JLL Ltd, on public sector estate matters. (Company no.10671993) | Director |
| Dr Ursula Ney | Proteome Life Sciences plc | Non-Executive Director |
| Dinah Nichols CB | The Land Trust (Charity No.1138337) South West Lakes Trust (Charity No.1079966) | Trustee Trustee |
| Simon Perry | Advisory Board of Arowana International Limited (Company No.10837371) Richmond Holdings (Jersey) Limited (holding company for Parkdean Resorts) (Company No.BR012993) | Member Director |

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| | Richmond UK Top Holdco Ltd, which is a UK subsidiary of Richmond Holdings (Jersey) Ltd. (Company No.1053978) | Director |
| | Forest School, London | Governor |
| Professor Judith Petts CBE | Heart of the South West LEP Board (Company No.08880546) | Director |
| | Marine Biological Association (Company No.RC000865/Charity No.1155893) | Trustee |
| Isobel Rossiter | None | |
| Tom Yoritaka | Apricot Venture Capital | Founder & Managing Partner |
| | Malin Head Partners | Founder |
| | Coinweb | Global Advisor |
| | RIPTEC | NED & Interim Chief Strategy Officer |
| | Research Institute in Secure Hardware & Embedded Systems, Centre for Secure Information Technologies | Member of the Advisory Board |
| | TechLondon Advocates | Member of the Advisory Board |