

CONFIRMED

UNIVERSITY OF EAST LONDON HIGHER EDUCATION CORPORATION

BOARD OF GOVERNORS

Minutes of the Board of Governors held on Tuesday 24 November 2020 via Teams

Present: Anulika Ajufo (Chair), Ismail Amla, Amanda Broderick (Vice-Chancellor & President), Jackie Craissati, Adam Doyle, Insia Durrani, Les Ebdon, Regina Everitt, John Garwood, Bindi Karia, Mottie Kessler, Tommy MacDonnell, Tony Mullee, Michael Nartey, Sean O'Hare, Doris Olulode, Naveen Pradeep, Gary Stewart and Janette Withey

In attendance: Jim Benson (University Secretary), Verity Brown (PVC Impact and Innovation), Dean Curtis (DVC & Chief Finance Officer), Paul Marshall (PVC Careers and Enterprise), Ian Pickup (Chief Operating Officer), Simon Pridgeon (Deputy Director of HR) and Verity Varvas (Chief Marketing Officer)

Officer: Jane Thomas (Governance Manager)

20/26 NOTICE OF INTENTION TO SPEAK TO STARRED ITEMS

26/01 NOTED: that no items had been unstarred.

20/27 DECLARATIONS OF INTEREST

27/01 NOTED: there were no declarations of interest.

20/28 MINUTES OF THE MEETING HELD ON 20 OCTOBER 2020

28/01 RECEIVED and CONFIRMED: the minutes of the Board of Governors' meeting held on 20 October 2020.

20/29 MATTERS ARISING

29/01 NOTED that:

Risk Management

The Risk Review Group was due to have a meeting at 1 pm on 4 December and Board members were encouraged to contact the University Secretary if they would like to be involved in this group.

NSS – Student Comments

A report on student comments in relation to the NSS had been placed in the reading room. A request was made for this report to be brought back to the Board for further discussion.

Ethics Advisory Committee

An extra meeting of the Governance and Search Committee was planned for January 2021 and expressions of interest in sitting on this committee would be sought shortly. A meeting of the committee was being planned for around February 2021. The terms of reference would need to be determined by the committee when it met.

29/02 AGREED:

- a) Governors to advise the University Secretary if they are interested in sitting on the Risk Review Group.
- b) to include the report on NSS and student comments to the next meeting of the Board for further discussion.

20/30 REPORT ON BUSINESS DISCUSSED AT STANDING COMMITTEES

30/01 RECEIVED and NOTED: a report on the business discussed at standing committees.

20/31 REPORT BY THE VICE-CHANCELLOR & PRESIDENT – INDICATIVE INVESTMENT PROGRAMME

31/01 RECEIVED:

31/02 NOTED that:

- a) the University was now in a position to re-start the investment programme. Three proposals were presented to the Board in relation to Digital 1st, the Learning and Teaching infrastructure and the purchase of USS. These proposals had all been included within the budget for 2020/21 and had been discussed by FRC, who were recommending them to the Board for approval.
- b) there were seven further proposals which would be presented to the Board in January and March and it was anticipated that a Transformation Project Committee would be undertaking due diligence on the proposals before they came to the Board.
- c) the proposed KPI dashboard for 2020/21 had been presented to the Board of Governors at the Board Strategy Session. The KPIs were directly related to the investment priorities and the Board agreed to the KPIs and objectives going forward. The importance of the robustness of the

executive analysis which underpinned the dashboard was noted and the need to ensure that there was brief but concise analysis. It was recognised that the KPIs were evolving and it would be reviewed regularly.

- d) the three investment proposals were business critical and fundamental to the university. The investment proposed for the Digital 1st project provided for the complete renewal of our digital estate excluding the end user devices and was required to address the basic infrastructure, the migration to cloud and improved wi-fi and on-campus network connections. This would provide the foundation for the next stage of the Digital 1st project.
- e) the investment proposed in the teaching and learning environment was required in order to address the issues created by under investment in equipment across a number of different disciplines and to help UEL to stand up well against its competitors in a number of different areas.
- f) the third investment was aimed at completing the purchase of the space currently occupied by Birkbeck in the USS building. This was with a view to expanding our premium activities in a good location.
- g) the investment proposals had been discussed at FRC, who were very supportive of the proposals.
- h) it was agreed to approve the proposals and a request was made for regular updates on the progress of the projects to the Board. It was also requested that a timeline for the investment projects be provided to the Board.

31/03 AGREED:

- a) to approve the KPIs for 2020/21.
- b) to approve the three investment proposals included in the budget for 2020/21.
- c) to provide regular updates to the Board on the progress of the investment projects which would be subjected to a process of due diligence.
- d) to provide a timeline for the delivery of the investment projects to the Board.

20/32 FINANCIAL STATEMENTS 2019/20

32/01 NOTED that: the completion of the financial statements for 2019/20 had been discussed with Grant Thornton at the ARC meeting and an action plan had been agreed to finalise the accounts prior to Christmas. One issue still to be discussed was in relation to the adoption of an accounting policy in respect of the impairment of assets. It had been agreed that a meeting of both FRC and

ARC should be held in order to hear different perspectives on the best approach to conclude and finalise the accounts, which were due to be filed at the end of February.

32/02 AGREED: to hold a joint meeting of ARC and FRC to discuss the impairment of assets.

20/33 FINANCIAL POSITION: BUDGET 2020/21

33/01 RECEIVED: a report from the Deputy Vice-Chancellor & Chief Finance Officer on the restated budget for 2020/21 and outline for 2021/22.

33/02 NOTED that:

- a) the outcome of the recruitment round for 2020/21 was significantly better than anticipated. It was expected that the University would see a flatter and more elongated recovery than at first thought, with recovery being achieved by September 2022. It was noted that, having overcome the challenge of the recruitment of students, two significant risks remained which included ensuring that the students remained engaged and they progressed through the rest of the academic year, and that they paid their fees.
- b) it was expected that the success in student recruitment would continue and the data indicated that there was good recruitment for both January and September 2021. In looking at other sources of income, a robust and prudent approach had been taken and income outside tuition fees would remain low for the rest of 2020/21.
- c) the income challenges had been reflected in the budget and the impact of the restructuring process would need to be recognised into 2021/22. It was noted that the activity levels which had been achieved would come with more cost than originally planned due to the increase in agents, bursaries and the Access Participation Plan.
- d) the three investment proposals had been included within the budget for 2020/21. As had an amount for recognition and reward in order to recognise the extreme services staff had delivered throughout 2019/20.
- e) the reforecast budget had been discussed at FRC, who were recommending approval to the Board of Governors. A request was made for more information regarding student resourcing and it was agreed to include detail on the hardship fund in the next report on the budget.

33/03 AGREED:

- a) to approve the reforecast budget for 2020/21.
- b) to provide detail of student resourcing in the next report on the budget.

20/34 SECURITISATION AND CORPORATE FINANCING FACILITY

34/01 NOTED that:

- a) in discussion with both UEB and FRC, it had been concluded that, due to the change in investment priorities, the securitisation project was not the most appropriate way of funding future investments. FRC therefore recommend that the securitisation project no longer go ahead and alternative means of funding be investigated which were shorter and less high risk. It was noted that the costs associated with the securitisation project to date was £350k.
- b) the need to communicate the change was highlighted. It was noted that UEL's approach to the capital programme had not changed but had been re-evaluated to take into account changed circumstances. A request was made for governors to be provided with more detail to communicate if approached about the change.

34/03 AGREED:

- a) to look at alternative means of funding for investment projects.
- b) to provide Governors with information regarding the change to the investment priorities.

20/35 REVIEW OF THE UNIVERSITY'S RISK REGISTER

35/01 RECEIVED: a report from the University Secretary on the review of the University's risk register.

35/02 NOTED that:

- a) the Audit and Risk Committee had agreed that a review of the University's risk register should commence and be led by the Risk Review Group. Several meetings had considered the recommendations made by the internal auditors. It was noted that a training exercise for governors would take place.
- b) it was not intended to drastically change the structure of the risk register, but it tried to reflect the risks which the university was currently confronting, but in a proportionate and measured manner. It was anticipated that the review would be completed early in the new year and would be presented to ARC before being presented to the Board in March 2021.
- c) UEB had been briefed and they would be receiving a presentation on the development of the risk register. It was noted that a recruitment exercise was taking place in order to recruit a Risk Manager to take forward the risk register. The Risk Manager would be located within Strategic Planning.

20/36 ANNUAL REPORT ON THE PREVENTION OF TERRORISM

36/01 RECEIVED: a report from the PVC, Education & Experience and Chief Operating Officer

36/02 NOTED that:

- a) the report outlined the requirements for the university with regards to prevent monitoring for 2019/20 and described the detail of the approach of the university to assure the Board that we had due regard to prevent people being drawn into terrorism.
- b) there were very few changes to the submission required by the OfS, although it was noted that alternative evidence could be provided to include details of wider safeguarding within the University. There was also a requirement to report any impact on the University as a result of the pandemic.
- c) the annual report provided evidence that the University had demonstrated due regard to prevent terrorism. It was acknowledged that as the number of students present on campus increased, it was necessary to keep a focus on the policies and procedures to ensure due diligence was fulfilled.
- d) there was concern that the policies and procedures would target muslim students and the impact of this on muslim students was highlighted. It was noted that there was student representation on the Prevent Working Group and no feedback had been received which suggested that this was an issue. It was agreed to proactively seek feedback on the impact of activities undertaken as a result of Prevent.
- e) a request was made for details of the percentage of staff trained in relation to Prevent. It was noted that there had been no referrals and no request for information. The importance of ensuring that the University did not take a tokenistic approach was discussed and it was noted that the University were undertaking a continual review of Prevent. It was agreed that the Prevent report should go beyond regulatory requirement and take into account comments made by the Board.

36/03 AGREED:

- a) to approve the annual report and complete the assurance statement.
- b) to proactively seek feedback on the impact of activities undertaken as a result of Prevent.
- c) to include details of percentage of staff trained in relation to Prevent in future reports.
- d) to ensure the Prevent report went beyond regulatory requirement and took into account the comments made by the Board.

20/37 ANNUAL REPORT FROM THE AUDIT AND RISK COMMITTEE

37/01 RECEIVED: an interim annual report from the Audit and Risk Committee

37/02 NOTED that: the ARC committee had reviewed and approved the annual report from the Audit and Risk Committee, subject to amendment. The report required further amendment as the information from the external auditors was not currently available and the value for money data would be changed to include information from the internal auditors. It would also be confirmed that the ARC had agreed to align terms of reference to the CUC Higher Education Audit Committees Code of Practice.

37/03 AGREED: to approve the interim report for submission to the OfS, noting that a revised statement would be submitted when the financial statements had been finalised and a copy would be provided to the Board for information.

20/38 APPOINTMENT OF A DEPUTY CHAIR OF THE BOARD

38/01 RECEIVED: a report from the University Secretary on the appointment of a Deputy Chair of the Board.

38/02 NOTED that:

- a) the recommendation from the Governance and Search Committee was to appoint John Garwood as Deputy Chair of the Board. The Board approved this proposal and requested that a letter of appointment be sent to him.
- b) John Garwood would continue as Chair of the ARC on an interim basis and the University Secretary would be seeking expressions of interest from governors to replace John as Chair of ARC.
- c) it was hoped that a meeting of the Governance and Search Committee would take place early in the new year to make a recommendation to the Board for the replacement of the Chair of ARC. It was also noted that expressions of interest would also be sought for governors to Chair the Ethics Advisory Committee.

38/03 AGREED:

- a) to appoint John Garwood as Deputy Chair of the Board.
- b) to send a letter of appointment to the newly appointed Deputy Chair.

20/39 TERMS OF REFERENCE FOR THE AUDIT AND RISK COMMITTEE

39/01 RECEIVED: a report from the University Secretary on the terms of reference for the Audit and Risk Committee

39/02 NOTED: that the terms of reference had been discussed at the ARC meeting that morning and there were still some refinements which needed to be made. The terms of reference had been redrafted to align with the CUC Code of Practice for Audit Committees. There was an issue regarding compliance in relation to conflict of interest and the fit a proper persons declaration and it had been agreed by ARC that this should sit under the Governance and Search Committee

39/03 AGREED: to present a revised version of the terms of reference for ARC to the next meeting of the Board taking into account the discussion which had taken place at ARC.

20/40 QUORACY FOR THE BOARD AND STANDING COMMITTEES

40/01 RECEIVED: a report from the University Secretary on the quoracy for the Board and standing committees.

40/02 NOTED: that the quoracy for the Board and all standing committees, except for ARC, was 40%. This had been discussed at the Governance and Search Committee and a recommendation was made to change the level of quoracy across the Board and all standing committees to 50%. It was recognised that this could create some difficulty in making decisions if a meeting was not quorate, however, it was suggested that the standing orders be changed to allow governors to vote by proxy.

40/03 AGREED:

- a) to change the level of quoracy to 50% across the Board and all standing committees.
- b) To change the standing orders to allow governors to vote by proxy.

20/41 COMPLIANCE WITH THE CUC CODE OF GOVERNANCE

41/01 RECEIVED: a report from the University Secretary on compliance with the CUC Code of Governance and Statement of Primary Responsibilities.

41/02 NOTED that:

- a) the new CUC Code of Governance and Statement of Primary Responsibilities had been discussed at both the Governance and Search Committee and the Audit and Risk Committee.
- b) a desk-based exercise had indicated that the University achieved a high level of compliance with most elements of the code. However, there were two main areas of work which needed to be addressed which included assurance that academic governance was robust and effective.
- c) the other area of concern related to not routinely excluding any group of board members from discussion. As a result, the need to include staff or student representation on FRC had been discussed both at the

Governance and Search Committee and FRC and it had been agreed to recommend for approval the process by which staff or student members could be appointed to FRC. FRC would need to advise the Governance and Search Committee when it wanted to include a staff or student representative.

- d) in relation to the current statement of primary responsibilities compliance could be identified in many of the areas, but this required a forensic examination of all the University's Articles and bye-laws. Adopting the CUC's model form would provide greater clarity and would prompt a timely review of the bye-laws and scheme of delegation.

41/03 AGREED:

- a) to approve the process for the appointment of a staff or student member to the Finance and Resources Committee.
- b) to adopt the CUC Model Statement of Primary Responsibilities.

20/42 ACADEMIC GOVERNANCE ASSURANCE – REPORTS FROM ACADEMIC BOARD

42/01 RECEIVED: a report from the University Secretary on academic governance assurance and reports from Academic Board.

42/02 NOTED that:

- a) the Board must test assurance that academic governance was adequate and effective and should be satisfied that it carried out its governance functions properly.
- b) there were a variety of reports which came to the Board relating to academic governance, however they were not labelled as such and it was not made clear to governors.
- c) a number of recommendations were proposed including an annual joint session with the Board of Governors and Academic Board, regularising the current provision for a member of the Board to observe Academic Board, to receive regular reports on aspects of academic governance or the Board formally receiving an annual report from Academic Board on its activities and detailing its assurance on quality and standards.
- d) it was agreed that this was an ongoing discussion and it should be discussed at the Governance and Search Committee before being presented to the Board of Governors again.

42/03 AGREED:

- a) to discuss academic governance at the Governance and Search Committee before presenting to the Board of Governors again.

20/43 CHAIR'S BUSINESS

43/01 NOTED: that there was no Chair's business.

20/44 BUSINESS DISCUSSED AT ACADEMIC BOARD ON 7 OCTOBER 2020

44/01 RECEIVED and NOTED: a report from the Quality Assurance Officer on the business discussed at the Academic Board meeting held on 7 October 2020.

20/45 ANNUAL CYCLE OF BUSINESS

45/01 RECEIVED and NOTED: the annual cycle of business.

20/46 USE OF THE CORPORATION'S SEAL

46/01 NOTED: that the Corporation's seal had not been used since the last meeting of the Board held on 7 July 2020.

20/47 DATES OF MEETINGS

47/01 NOTED: that the dates of meetings for 2020/21 were as follows:

- 2 February 2021
- 23 March 2021
- 25 May 2021
- 6 July 2021

47/02 NOTED: that the residential on 2/3 February 2021 was unlikely to take place but there would be a Board meeting at 5pm on 2 February 2021

SIGNED:

Chair of the Board of Governors

DATED: