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**CONFIRMED**

**UNIVERSITY OF EAST LONDON HIGHER EDUCATION CORPORATION**

**BOARD OF GOVERNORS**

**Minutes of the Board of Governors held on Tuesday 7 July 2020 via Teams**

**Present:** Anulika Ajufo (Chair), 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 and Chief Compliance Officer), Dean Curtis (DVC & Chief Finance officer), Charles Egbu (PVC Education & Enterprise), Rex Knight (Interim University Secretary) and Marcia Wilson (Dean of the Office for Institutional Equity)

**Observers:** Debby de Haes and Taryn Retief, KPMG

**Officer:** Jane Thomas (Governance Manager)

**Apologies:** Ismail Amla

**19/93** **INTRODUCTION OF NEW MEMBERS**

**93/01 NOTED:** the Chair welcomed the new members of the Board including the independent governors, Les Ebdon, Sean O’Hare and Doris Olulode, the new staff governors, Adam Doyle and Regina Everitt and the student governors, Insia Durrani and Naveen Pradeep. It was also noted that this was Tony Mullee’s last meeting. Tony had served on the Board for nine years and had also chaired the Finance and Resources Committee and UEL Professional Services Ltd.

**19/94 NOTICE OF INTENTION TO SPEAK TO STARRED ITEMS**

**94/01 NOTED:** that no items had been unstarred.

**19/95 DECLARATIONS OF INTEREST**

**95/01 NOTED:** the Chair of FRC declared his interest in UEL Professional Services Ltd.

**19/96 MINUTES OF THE MEETING HELD ON 26 MAY 2020**

**96/01 RECEIVED and CONFIRMED:** the minutes of the Board of Governors’ meeting held on 26 May 2020.

**96/02 RECEIVED and CONFIRMED:** the minutes of the exceptional meeting of the Board of Governors’ held on 1 July 2020.

**19/97 MATTERS ARISING**

**97/01 Former Chair’s Expenses**

 **NOTED:** that a letter had been sent to the Charity Commission regarding the position in relation to the Chair’s expenses and a response was awaited.

**97/03 Youth Charter**

 **NOTED:** that the interim University Secretary had written to one of the trustees of the Youth Charter who was their nominated contact, with regard to them moving out of the space currently occupied within UEL.

**19/98 REPORT ON BUSINESS DISCUSSED AT STANDING COMMITTEES**

**98/01 RECEIVED and NOTED:** a report on the business discussed at standing committees.

**19/99 MINUTES OF THE AUDIT AND RISK COMMITTEE HELD ON 12 MAY 2020**

**99/01 RECEIVED and NOTED:** the minutes of the Audit and Risk Committee held on 12 May 2020.

**19/100 MINUTES OF THE FINANCE AND RESOURCES COMMITTEE HELD ON 16 JUNE 2020**

**100/01 RECEIVED and NOTED:** the minutes of the Finance and Resources Committee held on 16 June 2020.

**19/101 MINUTES OF THE EXCEPTIONAL MEETING OF THE FINANCE AND RESOURCES COMMITTEE HELD ON 22 MAY 2020**

**101/01 RECEIVED and NOTED:** the minutes of the exceptional meeting of the Finance and Resources Committee held on 22 May 2020.

**19/102 MINUTES OF THE EXCEPTIONAL MEETING OF THE GOVERNANCE AND SEARCH COMMITTEE HELD ON 18 JUNE 2020**

**102/01 RECEIVED and NOTED:** the minutes of the exceptional meeting of the Governance and Search Committee held on 18 June 2020.

**19/103 REPORT BY THE VICE-CHANCELLOR & PRESIDENT**

**103/01 RECEIVED:**  a presentation from the Vice-Chancellor & President (VCP).

**103/02 NOTED that:**

1. the VCP thanked the independent governors who had given up so much time both collectively and individually for their support and commitment to the university which had been hugely appreciated at such a challenging time.
2. it was planned to start the new term in September operating the dual delivery educational model. An agile approach was being taken to the implementation of this model and an iteration and test approach was being used to test the system and ensure appropriate solutions were put in place to deal with any issues. The dual delivery educational model would allow courses to be delivered on campus and online synchronously. In order to ensure the safety of both staff and students Covid-secure campus guidelines had been produced as well as a staff back to campus handbook which were both available via the website.
3. it had been necessary to review and evolve all the business processes in order to provide remote access to all services. The agreed investment in both the website and CRM was already having an impact and a new improved intranet site had just been launched.
4. a number of aspects of the career zone and career passport were being developed and piloted with the system due to go live in September with a new online portal which would provide students with a personalised experience and would push information to students, thereby enhancing their progress and experience.
5. there were a number of key risks which included the realisation of revenue risks and in particular the position of student recruitment. However, it was also recognised that there were a number of Covid-19 risks which remained, particularly in relation to second waves of the virus which could start locally but could also impact key recruitment markets. It was noted that the University were planning on the basis of 50% of the risks identified being realised and this remained the baseline for the 2020/21 budget. However, due to the late recruitment cycle, it would be October before the actual position would be known.
6. it was recognised that there were a number of other risks including the impact of the transformation on staff motivation and academic quality, the changed experience for students whose experience would be significantly different on a covid-secure campus. There would also be radical changes to business processes, particularly given that the baseline for many of these processes were non-existent or suboptimal and in many cases were manual processes, all of which had required re-engineering.
7. for students who were due to graduate this year, a Class of 2020 Virtual Celebration had been organised for 9 September. In addition UEL were the leading University in the national DigiProm which was being organised and would take place on 17 July 2020.
8. the OfS had reinstated a number of data returns which would be submitted. The Department of Education had imposed an exceptional condition of student number controls for the 2020/21 academic year which allowed 5% student growth based on the submission to the OfS submitted in December 2019. This could create an issue for UEL if other universities dropped their entry points to take additional students.
9. the OIA had published an update on how universities should handle future student complaints related to Covid-19.
10. the REF submission date had now been notified as 31 March 2021, however the staff census date remained unchanged.
11. the submission date of the gender pay gap was 31 March 2020. It was noted that positive steps had been taken in order to close the gap, which was not less than 5%. It was noted that ethnicity pay gaps were also tracked and, although UEL remained better than our benchmark, the gap had widened from 12% to 13.9% in 2019, which was primarily due to the security staff being brought into the University rather than being outsourced.
12. there were also a number of strategic opportunities and challenges which had been identified. This included working with Newham Council and the launching of an Office of Sustainability to achieve the carbon neutral status which was part of Vision 2028. There were also a number of health opportunities which included the commencement of the London Metropolitan Police apprenticeships which were due to start in September and in the longer term reviewing the potential of opening a medical school.
13. a question was raised regarding the dual delivery educational model and whether there had been any feedback from the students and what the measures of success would be. It was noted that it was too early to obtain feedback on the dual delivery model as it would not go live until September 2020. However, there had been contact with both the students’ union and the student ambassadors to obtain feedback as the University moved all its operations and teaching online from 23 March. It was recognised that the consistency of quality of delivery needed to be high and consistent across the University and technology was a key part in this, especially in measuring the extent to which students were engaged and attending. One of the student members acknowledged that the transition to online delivery had been undertaken very quickly and whilst it was recognised that the University had faced a number of challenges, the feedback from the students had been positive.
14. it was recognised that one of the main challenges from a staff perspective had been to review the assessment process which had needed to be redesigned in order for it to be delivered on an online environment across the whole University. In relation to the students, there had been some serious challenges regarding access to IT equipment, wifi and also having an appropriate study space. It was noted that there would be a combination of activities to support students, a key component being the induction sessions, a training programme had also been developed which would be supported by the library as well as the Centre for Student Success and the Centre for Excellence in Learning to make sure students were aware of the technology and particularly in relation to assessment and gaining access to materials, especially online. There would also be access to loan equipment where necessary as well as access to a hardship fund.

 **19/104 REPORT ON STUDENT EXPERIENCE AND EDUCATION**

**104/01 RECEIVED:**  a report from the Pro-Vice-Chancellor Education and Experience on the Education and Experience portfolio.

**104/02 NOTED that:**

1. the report provided an overview of the activities in relation to the education and experience portfolio to deliver the strategic objective in Vision 2028. This included work around student engagement and retention, where there had been a reduction in attrition from 7.6% to 5.4%. It was noted that a standard operating procedure was being put together for retention of students in order to establish a full process.
2. another area of focus related to student attainment, with an important measure being the number of students which left with a first class degree or 2:1. It was noted that the level had improved, however, there was a difference in the attainment between white and BAME students and work was ongoing to reduce that gap. It was recognised that the attainment gap was high for UEL, despite having a diverse board and a huge diversity of students and a question was raised as to how confident UEL were that the activities would have a significant impact on the attainment gap. It was noted that over 70% of our student population were from a black and ethnic minority background . It was noted that work was being undertaken with the Office for Institutional Equity and there was confidence that the measures taken would make a difference, although it would take time and there was a need for continuous education for staff and ensuring that there was a truly inclusive curriculum and that students felt that they were being truly supported. The importance of looking at the detail of the attainment gap across the University was highlighted in order to identify areas of best practice within the University.
3. in relation to the wider student experience, work was being undertaken to identify the role of the academic and the environment and how to excite, enthuse and motivate students to achieve. One measure of the student experience was the NSS outcome which was due to be released on 15 July, however, it was recognised that UEL’s performance would have been impacted by the strike and Covid-19.
4. a question was raised regarding the reasons for students withdrawing from courses. It was recognised that there were a number of issues faced by our students, finance being one of the main ones. Whilst it was recognised that there needed to be communication with students regarding levels of support, it was also recognised that students needed to be resilient and the Welfare and Wellbeing team were working hard to support students.

 **19/105 2019/20 OUTTURN UPDATE AND Q3 REPORT**

**105/01 RECEIVED:**  a report from DVC/Chief Finance officer on the 2019/20 outturn and Q3.

**105/02 NOTED that:**

1. the cash balance forecast at the end of July 2020 was £34.2m, with a forecasted deficit of £8.5m at the end of the 2019/20 financial year.
2. the key area for concern related to bad debt, £12m of which related to students. The deadline for payment of fees for students was mid-July. Although there had been some payments coming through, it was likely that there would be a substantial number of students who were unable to pay against our credit terms and this would require us to look at other options including withholding the provision for students to continue studying and excluding students for non-payment. The issue of managing the reputational risk in taking this action was questioned and it was noted that there was a crisis communication plan with risks identified as well as mitigations.
3. the importance of ensuring that the bad debt did not rollover into next year was highlighted and it was noted that there was currently a bad debt provision of £11.8m in the budget.
4. the current high level of debt was not usual and was reflective of the situation in relation to Covid-19, with an increase of 1200 students who were having payment difficulties since 23 March 2020. However, it was recognised that there was also a long-term issue of affordability for students attending the university. The impact of ensuring students paid up front with the possibility of offering discounts for advance payment was highlighted and it was noted that from September international students would be required to pay 75% of their fees in advance.
5. the DVC/Chief Finance Officer would continue to issue weekly bitesize communications and the position would be monitored until the adoption of the accounts as there was a need to be prudent with the provision for bad debts.

 **19/106 BUDGET 2020/21**

**106/01 RECEIVED:**  a report from DVC/Chief Finance officer on the budget for 2020/21.

**106/02 NOTED that:**

1. the current 2019/20 forecast was for a cash balance of £34.2m at the end of the current financial year. For 2020/21 work had been undertaken to look at a variety of scenarios and permutations in relation to the recovery phase.
2. there were a number of risks which had been identified including the health and policy environment in which travel restrictions had been put in place to differing degrees across the globe as well as different approaches being taken to lock-down and quarantine issues, all of which had a significant impact on the number of students that could be taken as international students. There was also a risk which related to customer attitudes towards the potential student experience on a Covid secure campus as well as ongoing health concerns. A further risk was the competitive environment which would give the opportunity to larger and higher ranked institutions to expand their intake to compensate for loss of international students, which could impact severely on UEL, in spite of the mitigation offered by the imposition of temporary student number controls. Taking into account these risks, the Finance and Resources Committee (FRC) had agreed to focus on a scenario in which 50% of risk was realised, in line with the recommendation from the Executive.
3. in relation to liquidity, there was a necessity to ensure that cash levels did not fall below a minimum 30 days trading as this would need to be reported to the OfS. It was noted that the University had access to a revolving credit facility which would ensure that we did not fall below that level and it was planned that there would be a cash balance of 54 days trading at the end of 2020/21. It was noted that the University had no debt and there were no covenants.
4. the aim was therefore to set a budget which recognised the challenging income environment, but also ensure that there was liquidity. Following discussion at FRC, a target of £16m of savings had been agreed for 2020/21. The first phase aimed to achieve £12.5m of savings and the consultation process for this phase was being finalised. It was recognised that the magnitude of the changes proposed were significant and would result in changes to methods of working, terms and conditions, rates of pay and pay freezes.
5. there had been cost-cutting exercises undertaken in the past which had achieved their objectives. However, it was noted that there was a lot of risk in relation to front-line activities and there would need to be the mechanics in place to identify at an early stage whether there was an adverse impact of any change on our students. It was noted that this would be a targeted restructure which would allow the realignment of service provision and academic school activities to achieve better outcomes under Vision2028.
6. the issue of going concern had already been raised with the auditors and was a key question for the forthcoming audit. This would be known when there was more information in relation to the intake from the recruitment cycle and also the success of the cost reduction process which was being undertaken. It was noted that the adoption of the accounts was likely to take place during November/December, subject to confirmation within the sector.
7. a request was made for a one page summary of the timetable for ease of reference and the DVC/Chief Finance Officer agreed to produce and circulate the summary.
8. there had been a communication received in relation to an equality impact assessment and the importance of ensuring that we acted equitably and monitored the position was recognised. It was requested that the Board be provided with an update on how this would be dealt with and it was agreed that this would be circulated to the Board.

**106/03 AGREED:**

1. the DVC/Chief Finance Officer to produce and circulate a one-page summary timetable.
2. the University Secretary and Chief Compliance Officer to circulate information on the equality impact assessment.
3. the Board agreed to approve the budget.

 **19/107 SECURITISATION**

**107/01 NOTED that:**

1. in relation to securitisation, a re-evaluation of the asset base was currently being undertaken.
2. an application for the Corporate Financing Facility (CCFF) was in preparation and subject to confirmation of our eligibility the University would need to seek formal approval of the application from FRC and the Board.

**19/108 INVESTMENT IN DUAL DELIVERY MODEL**

**108/01 RECEIVED and APPROVED:** the business case for the dual delivery educational model.

 **19/109 FEES POLICY**

**109/01 NOTED:** that increased deposits of 75% will be introduced for the vast majority of international students. It was also proposed to increase fees and offer a discount to encourage payment from September 2021.

 **19/110 STUDENT PROTECTION PLAN**

**110/01 RECEIVED:** a report from the Quality Manager (Collaborations) on the Student Protection Plan.

**110/02 AGREED:** to approve the Student Protection Plan.

 **19/111 ANNUAL REPORT ON THE WORK OF THE REMUNERATION COMMITTEE**

**111/01 RECEIVED and APPROVED:** the annual report on the work of the Remuneration Committee.

 **19/112 ANNUAL REPORT ON HEALTH, SAFETY AND WELLBEING 2019**

**112/01 RECEIVED:** the annual report on health, safety and wellbeing 2019 from the Head of Health and Safety.

**112/02 NOTED that:**

1. it was the responsibility of the Board to assure itself that there were appropriate policies and procedures in place in relation to health, safety and wellbeing. It was recognised that there was an additional challenge in relation to Covid-19 and the Head of Health and Safety had been involved in the work around the management and mitigation of this.
2. there was no information contained in the report in relation to safeguarding and it was noted that there had been work undertaken in this area which should be recognised. A request was also made to be provided with the percentage number of staff who had completed training rather than number of staff. It was agreed that the PVC Education and Experience would discuss with the lead governor in relation to safeguarding outside the meeting, together with the Director of HR. A request was also made for a RAG rating to be included on future reports indicating the management view in relation to expectations.
3. the level of management referrals, especially for mental health issues were discussed. It was noted that there had been an increase in mental health referrals in recent years, which could be attributed to the fact that staff were more willing to be open about these issues, however, the numbers were in line with other institutions. It was noted that a university wide approach had been taken to mental health and a mental health charter was being introduced this year to support the mental and wellbeing of staff.

**112/03 AGREED:** to approve the Annual Report on Health, Safety and Wellbeing and the Health and Policy statement.

 **19/113 ANNUAL REPORT ON EQUALITY AND DIVERSITY**

**113/01 RECEIVED:** the annual report on Equality and Diversity

**113/02 NOTED that:**

1. the report covered the equality, diversity and inclusion activities and achievements during 2018/19. There were a number of highlights, however, the most significant was the award of the Race Equality Charter Mark. It was also noted that work was being undertaken on the renewal of the Athena Swan Gender Equality Charter Mark.
2. there had been an increase in the gender pay gap, however, the most significant concern was in relation to the degree awarding gap. Work was continuing across the institution to close the gap with the hope of closing it by 2028.
3. a number of virtual coffee mornings had taken place which had been recorded and it was agreed that the links should be sent to Board members.

**113/03 AGREED:** to send the link to the virtual coffee mornings to the governors.

 **19/114 MEMBERSHIP OF THE BOARD**

**114/01 RECEIVED and NOTED:** the membership of the Board for 2020/21.

 **19/115 APPOINTMENT OF A SENIOR INDEPENDENT GOVERNOR**

**115/01 RECEIVED:** a report from the Interim University Secretary on the appointment of a Senior Independent Governor.

**115/02 NOTED:** that it had been proposed to create the role of Senior Independent Governor. A short paper had been circulated to Board members and there had been a positive response to the proposal and Janette Withey had put herself forward to take on the role of Senior Independent Governor.

**115/03 AGREED:** to create the role of Senior Independent Governor and appoint Janette Withey to the role for the remainder of her current term of office.

 **19/116 CREATION OF A REMUNERATION AND STAFFING COMMITTEE**

**116/01 RECEIVED:** a report from the Interim University Secretary on

**116/02 NOTED:** that a proposal was being made to change the remit of the FRC and Remuneration Committee to create a single Board committee with strategic oversight of matters relating to staff.

**116/03 AGREED:**

1. that the terms of reference of the Finance and Resources Committee and Remuneration Committee be amended to reflect the proposed changes.
2. to rename the Remuneration Committee to the Remuneration and Staffing Committee
3. that the Board review the membership of the Committee.

**19/117 SCHEDULE OF MEETINGS FOR 2020/21**

**117/01 RECEIVED and NOTED:** the schedule of meetings for 2020/21.

**19/118 CHAIR’S BUSINESS**

**118/01 NOTED that:**

1. this was the last Board meeting for one of our long-standing governors, Tony Mullee. The Chair thanked Tony for his long service on the Board over the last 9 years and for his involvement as Chair of FRC and UELPS.
2. That this was also the last meeting for the Interim University Secretary, Rex Knight, and the Chair thanked Rex for his service, commitment and time over the last 6 months.

**19/119 DEGREE OUTCOME STATEMENT**

**119/01 RECEIVED and APPROVED:** the degree outcome statement.

**19/120 BUSINESS DISCUSSED AT ACADEMIC BOARD ON 16 JUNE 2020**

**120/01 RECEIVED and NOTED:** a report from the Quality Assurance Officer providing an update on the business discussed at the Academic Board meeting on 16 June 2020.

**19/121 ANNUAL CYCLE OF BUSINESS**

**121/01 RECEIVED and NOTED:** the annual cycle of business.

**19/122 USE OF THE CORPORATION’S SEAL**

**122/01 NOTED:** that the Corporation’s seal had not been used since the last meeting of the Board held on 26 May 2020.

**19/123 DATES OF MEETINGS**

**89/01 NOTED:** that the dates of meetings for 2020/21 were as follows:

20 October 2020

 24 November 2020 (Strategy Session followed by Board meeting)

 2/3 February 2021 (Residential)

 23 March 2021

 25 May 2021

 6 July 2021

**19/124 ANY OTHER BUSINESS**

**124/01 NOTED:** that a proposal had been sent to governors regarding a proposal which involved the company of one of the governors. Details had been circulated but this would be dealt with via circulation.

**124/02 NOTED:** that the Chair of the Board offered congratulations to the PVC Education and Enterprise who had been confirmed in the post as Vice-Chancellor of Leeds Trinity University. The Board wished him every happiness and success.

**SIGNED: ……………………………………………………………………………………………………………………**

 **CHAIR OF THE BOARD OF GOVERNORS**

**DATED: ………………………………………………………………………………………………………………………**