

**MEETING OF THE BOARD OF TRUSTEES**

**Friday 3 April 2020**

**Meeting held via Zoom**

**MINUTES**

**Present:** Mr J Boyer (Chair), Professor H Brady (Vice-Chancellor), Ms K Ashley, Dr M Bhabuta, Professor A Carr, Ms J Cecil, Professor S Ellwood, Ms L Fletcher, Dr M Hamlin, Mr N Joicey (part-meeting), Robert Kerse, Dr J Khawaja, Professor G Macdonald, Mr J McAlinden, Ms N McCabe, Mr J Palmer, Ms L Parr, Mr A Poolman (Treasurer), Dr A Raffel, , Mr J McAlinden, Mr M Saddiq, Professor J Squires (Deputy Vice Chancellor (DVC) and Provost), Professor K Syrett.

**In attendance:** Robert Kerse, Lucinda Parr, Hannah Quinn (Clerk and Head of Governance), Shana Johnson (Deputy Head of Governance)

**Apologies:** None

**1 WELCOMES, APOLOGIES AND ANNOUNCEMENTS**

1.1 The Chair welcomed Trustees to the meeting, noted the late papers and acknowledged the unusual circumstances which had resulted in a virtual rather than face to face meeting. He confirmed that the meeting would only discuss the items marked as For Discussion or For Decision, and encouraged Board members to provide any additional feedback to the Governance Team on the To Note and Feedback in Advance categories of the agenda.

**2 DECLARATION OF INTERESTS**

2.1 There were no new declarations of interest.

**3 MINUTES OF PREVIOUS MEETING**

3.1 The minutes were APPROVED as a fair and accurate record of the meeting of 31 January 2020 subject to minor amendments. It was NOTED that Linda Fletcher had worked with the Students Union and with colleagues in Health & Safety to complete minor changes to drafting.

3.2 The minutes were APPROVED as a fair and accurate record of the meeting of 6 March 2020 subject to minor amendments.

3.3 The minutes were APPROVED as a fair and accurate record of the meeting of 13 March 2020 subject to minor amendments.

**4 ACTIONS & MATTERS ARISING**

4.1 It was noted that any completed items would be removed from the register.

4.2 It was noted that the Chair took Chair's Action on behalf of the Board on 13 March 2020 in relation to changes in Easter vacation dates for students and additional Easter closure days for staff, on the recommendation of the Vice-Chancellor.

**5 VICE-CHANCELLOR'S REPORT AND QUESTIONS (reference BT/19-20/045)**

5.1 RECIEVED the report of the Vice-Chancellor.

5.2 The Vice Chancellor updated the Board in relation to the COVID 19 pandemic and the Board NOTED the University's priorities, work with the Russell Group, UUK and government and the status of the pandemic as at 31 March 2020.

5.3 The following points were NOTED:

- 5.3.1 The scenario planning and stress testing, the summary of the current financial position and the likely financial impact under different scenarios and assumptions
- 5.3.2 The key recent recommendations made by the Gold Team and the Vice-Chancellor in relation to teaching and assessment changes, subject to Ordinance 17 (items 6 & 7 below)
- 5.3.3 The likely impact on the 2020–21 admissions cycle, including the potential for increased deferrals, grade inflation and the difficulties in robust modelling. The recent discussion of re-introduction of Student Number Controls (SNC) which may limit the University's ambition in home undergraduate recruitment.
- 5.3.4 [REDACTED: likely to prejudice commercial interests].**
- 5.3.5 The potential to delay the start of the 2020-21 academic year to November 2020 or January 2021 start dates.
- 5.3.6 Engagement with relevant government departments and the change in approach from regulators, particularly the Office for Students.
- 5.3.7 The work underway with the Home Office and the British Council to support international students and staff with visa extensions, facilitation of distance learning and flexibility around English language requirements
- 5.3.8 The University's contribution to Covid-19 research, and the wider contribution to the national and local effort. Examples included work on a vaccine, early graduation of medical students, advising government, free car parking for NHS front line staff and repurposing of accommodation.
- 5.3.9 The key role of Universities to the economic health and recovery of the country, particularly the research and innovation capacity of Russell Group (RG) Universities
- 5.3.10 Provision of support to staff and students to transition to online engagement and the development of expectations for digital collegiality.
- 5.3.11 The progress of transition to online delivery of teaching and assessment for term 3 and progress in relation to the 2020-21 online offer. The University would be engaging the services of Open Educational Services for the next academic year and then considering providers for the medium to long term.

5.4 The following points were DISCUSSED:

- 5.4.1 Work with peer institutions through the RG and the ambition to move in tandem with the RG on key decisions.
- 5.4.2 The potential reintroduction of SNC and the varying risk of this approach to institutions. The RG position that SNC were not the right way to address threats to student numbers, and their recommendation that national funding should be made available to institutions to bridge them through the pandemic with careful consideration of viability of some institutions going forward.
- 5.4.3 The need for appropriately timed local and national activity to build confidence in the UK as a welcoming and safe destination for international students. The ongoing work with agents in China in relation to communication and potential market incentives.
- 5.4.4 The opportunities to work with Alumni to support the University's effort. Trustees recommended that the University consider any good practice, with particular reference to the US.
- 5.4.5 The safety net position in relation to student assessment and recent communication with students.
- 5.4.6 The likely impact on research and research funding and the uncertain position in relation to charity and smaller funders.

- 5.4.7 The opportunity for Temple Quarter to support local economic recovery, access infrastructure funding and grow digital resilience capacity.
- 5.4.8 The ability for Higher Education Institutions to access the furlough scheme and the need for further clarification around public funding.
- 5.4.9 The position in relation to TSS assignments which had ended early. The Executive confirmed that these staff would be considered for furlough and that support was being provided where possible.
- 5.4.10 The importance of the University's civic mission at this time and the co-ordination of requests from NHS and City groups.
- 5.4.11 The transition to online education and associated student support, including additional laptop loan and financial support to enable access to online learning. The need to support international students who may experience restrictions or risk in relation to internet use. The Executive confirmed use of a VPN service for students e.g. in China. Trustees requested more detailed information about online education be shared outside the meeting.

**ACTION: Head of Governance**

- 5.4.12 The likely impact on the graduate job market, which may provide an opportunity to home PGT recruitment. The Executive confirmed that the Careers Service would provide additional support for graduates.
- 5.4.13 Trustees sought further information in relation to the University's financial position **[REDACTED: likely to prejudice commercial interests]**.
- 5.4.14 Trustees noted the importance of taking tough decisions now in order to position the University well in the future.

## **6 SPECIAL RESOLUTION: ORDINANCE 17 (reference BT/19-20/060)**

- 6.1 RECEIVED the paper on Ordinance 17, and noted its late circulation. The Registrar & University Secretary introduced the item
- 6.2 APPROVED by Special Resolution, the amendment to Ordinance 17, subject to an annual review of its operation.

## **7 CHAIR'S REPORT (reference BT/19-20/046).**

- 7.1 RECEIVED the presentation, introduced by the Chair.
- 7.2 The Chair NOTED thanks to all Trustees and the Executive for their engagement and swift responses, and particularly to the Deputy Chair for covering recent Chair's duties.
- 7.3 NOTED the importance of the Board having oversight of developing issues and decisions and the need to be dynamic and agile in decision making. Trustees agreed a need for a consistent communication approach moving forward.

**ACTION: Head of Governance**

- 7.4 ORDERED the Vice-Chancellor to determine what methods of examination and assessment of a student's ability or proficiency shall be adopted, in accordance with the revised Ordinance 17.
- 7.5 APPROVED the changes to the Terms of Reference for the Pensions Task & Finish Group.

## **8 SPECIAL RESOLUTION: ORDINANCE 3 (reference BT/19-20/059)**

- 8.1 RECEIVED the paper. The Registrar & University Secretary introduced the item
- 8.2 APPROVED by Special Resolution, the amendment to Ordinance 3, subject to an annual review of its operation

9 **REPORT FROM THE DEPUTY VICE-CHANCELLOR & PROVOST** (reference **BT/19-20/047**).

9.1 RECEIVED the paper. The Deputy Vice-Chancellor & Provost introduced the item.

9.2 The following points were APPROVED:

9.2.1 On the recommendation of Senate a minor revision to Ordinance 19 to the list of degrees awarded by each faculty.

9.2.2 The appointment of Professor Philip Taylor to the post of Pro Vice-Chancellor for Research & Enterprise.

*M Saddiq and J Cecil left the meeting*

10 **REPORT FROM NOMINATIONS COMMITTEE** (reference **BT/19-20/048**).

10.1 RECEIVED the paper. The Chair introduced the item.

10.2 The following points were APPROVED:

10.2.1 The reappointment of Mary Bishop as a co-opted member of the Audit and Risk Committee from 27 May 2020 to 26 May 2023 (para ref 2.1.2).

10.2.2 The appointment of Kelvin Blake as a co-opted member of Finance & Infrastructure Committee for an initial 3-year term from 1 July 2020 to 30 June 2023 (para ref 2.1.4).

10.2.3 The reappointment of Nicky McCabe as a Lay Member of the Board of Trustees from 1 January 2021 to 31 December 2023 (para ref 2.2.2).

10.2.4 The reappointment of Andreas Raffel as a Lay Member of the Board of Trustees from 1 January 2021 to 31 December 2023 (para ref 2.2.2).

11 **SPECIAL RESOLUTION: EXTENSION OF LAY TRUSTEE** (reference **BT/19-20/049**)

11.1 RECEIVED the paper, introduced by the Chair.

11.2 APPROVED by special resolution, a two-year extension to the term of office for Andy Poolman as a Lay Member from 1 January 2021 to 31 December 2022.

12 **COO UPDATE** (reference **BT/19-20/050**)

12.1 RECEIVED the Report, introduced by the COO.

12.2 The following points were APPROVED:

12.2.1 The Financial Regulations attached at Appendix 2 (paragraphs 3.1-3.3).

12.2.2 The letter of support for the Research Foundation Limited attached at Appendix 3 (paragraphs 3.4-3.5)

**12.2.3 [REDACTED: likely to prejudice commercial interests].**

**12.3 [REDACTED: likely to prejudice commercial interests].**

**12.4 [REDACTED: likely to prejudice commercial interests].**

**12.5 [REDACTED: likely to prejudice commercial interests].**

**12.6 [REDACTED: likely to prejudice commercial interests].**

**12.7 [REDACTED: likely to prejudice commercial interests].**

**12.8 [REDACTED: likely to prejudice commercial interests].**

### **13 REPORT FROM THE REGISTRAR & UNIVERSITY SECRETARY (reference BT/19-20/056)**

13.1 RECEIVED the report, introduced by the Registrar & University Secretary.

13.2 APPROVED the Resolution of the Board of Trustees to delegate authority for the execution of contracts under the University Seal. It was resolved that each of the persons acting for the time being in the offices set out in below be authorised, acting jointly with another such person so authorised, to execute an Approved Contract under Seal on behalf of the University by signing the Approved Contract under Seal to witness the affixing of the University Seal. The persons authorised are: The University Officers defined by Statute 9, being: The Registrar; The Secretary; The Finance Director; The Librarian; The Vice-Chancellor; The Pro-Vice Chancellors (including the Deputy Vice-Chancellors); and the Chief Operating Officer

### **14 ANY OTHER BUSINESS**

14.1 The Vice-Chancellor noted thanks to the Board of Trustees for their wise counsel, support and flexibility. He also noted thanks to all staff for their continued hard work to support the institutional endeavour.

14.2 Trustees sought an update on the latest position in relation to the USS valuation. The COO stated that USS trustees have decided to continue with the 31 March valuation, which may be the least worst option available. This process can take up to 15 months to complete, however, trustees could still take a different decision. NOTED that the pensions regulator is taking a more relaxed approach.

14.3 The Chair closed the meeting

### **15 ITEMS NOT DISCUSSED IN THE MEETING**

15.1 The following items were received for feedback in advance of the meeting

- 15.1.2 Draft Sustainability Strategy **BT/19-20/051**
- 15.1.3 Draft Physical Infrastructure Strategy **BT/19-20/052**
- 15.1.4 Pensions Update **BT/19-20/053**
- 15.1.5 Equality, Diversity & Inclusion Update **BT/19-20/054**

15.2 The following items were received for information

- 15.2.2 Temple Quarter Update **BT/19-20/055**
- 15.2.3 Report from Finance & Infrastructure Committee **BT/19-20/057**
- 15.2.4 Report from Pensions Task & Finish Group **BT/19-20/058**

**Date of Next Meeting: Friday 26 June 2020**