

## UNIVERSITY OF EAST LONDON HIGHER EDUCATION CORPORATION

### BOARD OF GOVERNORS

#### Minutes of the Board of Governors held on Tuesday 20 October 2020 via Teams

**Present:** Anulika Ajufo (Chair), Ismail Amla, Amanda Broderick (Vice-Chancellor & President), Jackie Craissati, Adam Doyle, 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), Charles Egbu (PVC Education & Enterprise),

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

**Apologies:** Insia Durrani

#### 20/01 NOTICE OF INTENTION TO SPEAK TO STARRED ITEMS

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

#### 20/02 DECLARATIONS OF INTEREST

02/01 **NOTED:** there were no declarations of interest.

#### 20/03 MEMBERSHIP

03/01 **RECEIVED:** a report from the Governance Manager on the Membership of the Board and its Standing Committees.

#### 03/02 **NOTED that:**

(a) the Governance and Search Committee (GSC) had met on 28 September to consider the membership of the Board and its Standing Committees. The following recommendations were made for approval by the Board of Governors:

- to increase the membership of the Audit and Risk Committee (ARC) to include a fourth independent member.
- to appoint Doris Olulode as the fourth independent member of ARC.
- to appoint Adam Doyle to the membership of GSC.

- to change the ex-officio membership of GSC to remove the Chair of the Finance and Resources Committee (FRC) and replace this role with the Senior Independent Governor.
  - to appoint Doris Olulode to the Remuneration and Staffing Committee (RSC) and to appoint her as Chair of the Committee.
  - to appoint Les Ebdon to the membership of RSC
- b) there was one vacancy for an independent member on the Board of Governors, as well as one vacancy for a staff governor.

**03/03 AGREED:** to approve all the recommendations made from the Governance and Search Committee.

**20/04 MINUTES OF THE MEETING HELD ON 7 JULY 2020**

**04/01 RECEIVED and CONFIRMED:** the minutes of the Board of Governors' meeting held on 7 July 2020.

**20/05 MATTERS ARISING**

**05/01 Youth Charter**

**NOTED:** that Youth Charter had departed from the Stratford Campus in August and UEL's association with Youth Charter had now ended.

**05/01 Former Chair's Expenses**

**NOTED:** that the Charity Commission had been contacted to establish whether they wanted to take any action in relation to the expenses claimed by the former Chair. The Charity Commission had confirmed that they did not intend to take the matter any further unless the OfS wanted to. The response from the Charity Commission had been reported to the OfS in August and our legal advisers were content to regard that the matter had now been concluded as at the end of September.

**20/06 REPORT ON BUSINESS DISCUSSED AT STANDING COMMITTEES**

**06/01 RECEIVED and NOTED:** a report on the business discussed at standing committees.

**20/07 REPORT BY THE VICE-CHANCELLOR & PRESIDENT**

**07/01 RECEIVED:** a presentation from the Vice-Chancellor & President (VCP).

**07/02 Institutional Performance Reviews: 2019/20 KPIs**

a) in considering the KPIs for 2019/20, it was noted that it had been an unprecedented year as the country had moved into a lock down in March 2020 and all teaching and learning had been moved online. The Dual Delivery Educational Model had been developed and it had been

necessary to ensure that all our campuses were Covid secure before the return of students at the beginning of the academic year. In addition, a restructuring exercise had been undertaken in which over 100 staff had voluntarily opted to leave UEL.

- b) the institutional KPIs had been introduced in October 2019 but not agreed. There were strategic in-year KPIs as well as regulatory and league table KPIs which were based on significantly lagged data which resulted in lagged and in-year performance being tracked. The majority of the KPIs could be reviewed annually, with the exception of the financial KPIs which were reviewed on a regular basis.
- c) in relation to sustainable growth and diversification, it was noted that UEL had made a significant step forward and achieved all three core objectives for 2020, irrespective of the pandemic. In relation to the percentage surplus as a percentage of total income, the OfS target had not been achieved. UEL had aimed for a £4m surplus prior to the pandemic, however this was now projected to be £0.973m in deficit, although it was noted that there had been an improvement in the number of days of operation.
- d) in relation to education and experience, the focus for 2019/20 had been on retention and the degree awarding gap. Progress had been made with first year attrition and retention and there had been an improvement in the degree awarding gap. There was also an improvement in the numbers of good honours, however, it was acknowledged that this did provide a challenge as it was important for us to be able to explain any increase in good honours to avoid accusations of grade inflation
- e) UEL had not met its targets in relation to overall module satisfaction or the NSS. It was noted that the role of student satisfaction was being reviewed by OfS as it was recognised that there were a number of issues with the survey.
- f) a question was raised as to the different levels of satisfaction in relation to international students versus home/EU students. It was noted that the NSS did not include international students and the views of international students were tracked and compared by the International Student Barometer. UEL used and paid for the information from the International Student Barometer on an ad-hoc basis, but this would be embedded going forward.
- g) the attainment gap for BAME students had reduced to 13% and the Head of Institutional Equity and her team were congratulated for the progress made in this area. It was noted that the current Head of Institutional Equity would be leaving UEL shortly and interim would be appointed. The

post would be advertised and an inclusive search undertaken in order to ensure the best person for the role was appointed.

- h) exit interviews had been undertaken with Charles Egbu and Marcia Wilson and it was agreed that the people strategy should be discussed as part of the November Strategy Session.
- i) it was agreed that the KPIs were a good starting point and it was requested that the VCP and UEB discuss them in more detail in order to make recommendations for amendments to the KPIs and propose targets for 2020/21 at the Board Strategy Session due to be held in November. It was also felt that it would be useful for the Board to focus on reviewing one KPI at a time to ensure top level oversight.
- j) feedback on the presentation of the data was requested and it was noted that the pie charts were not helpful for most. It was also suggested that some benchmarking be undertaken to establish what other institutions were doing.

**07/03 AGREED:**

- a) the people strategy to be discussed as part of the November Strategy Session.
- b) the VCP and UEB to review KPIs for 2020/21 for discussion at the Board Strategy Session in November.

**07/04 National League Table Strategy**

**07/05 RECEIVED:** a report from the Director of Strategy Planning on the 2019/20 league table performance.

**07/06 NOTED that:**

- a) there were three primary national league tables, the Times/Sunday Times league table, the Guardian and the Complete University Guide. It was noted that UEL had dropped 8 places to 112<sup>th</sup> in the Guardian University Guide and this was mainly due to the drop in the NSS score. However, it was noted that the University had demonstrated significant improvement in the “value-added” category which measured universities’ ability to improve their students’ prospects following entry, which was an indication as to how well UEL supported academic development from entry point to exit.
- b) in relation to Careers and Enterprise, it was noted that there had been significant improvement in three of the four areas, with the fourth relying on lagged data. It was noted that a key area was the mental health module which was embedded at every level in every programme.

- c) in relation to impact and innovation, this would be developed further in 2020/21. It was noted that the total research income did increase, but not against the expected target.
- d) in relation to the global league table performance, it was noted that UEL had maintained its position in both the World Rankings and Young Rankings, with UEL being in the top quartile. UEL had also entered the THE Impact Rankings for the first time and achieved 2<sup>nd</sup> in the world for reducing inequalities, 8<sup>th</sup> for gender equality and 47<sup>th</sup> for quality education. In addition, UEL had been shortlisted for the THE Award for Outstanding Entrepreneurial University.
- e) Vision 2028 looked at overall institutional performance and focused on transformation of the university. It was noted that all of the programmes offered by UEL had been redeveloped and revalidated in order to ensure the foundations were in place for the transformation going forward.
- f) the importance of publicising the positive steps forward was acknowledged. A roadshow and town hall meetings had been used to inform staff, as well as weekly publications which focused on the positive performance and progress the university was making going forward.
- g) UEL had a leading sustainability research institute and a submission would be made to the Royal Docks Good Growth Fund in order to transform the Knowledge Dock building into the Royal Docks Centre for Sustainable Innovation, Enterprise and Communities. The submission had been made available in the reading room for review by governors and it was requested that any comments in relation to the submission be provided to the VCP.

**07/07** **AGREED:** that comments on the submission to the Royal Docks Good Growth Fund to be provided to the VCP.

**20/08** **REPORT ON THE ANNUAL NATIONAL STUDENT SATISFACTION SURVEY**

**08/01** **RECEIVED:** a report from the Quality Management (Student Engagement) on the National Student Survey.

**08/02** **NOTED that:**

- a) the National Student Survey (NSS) was hugely important as it captured the details of the quality of our courses and the views of students in terms of their experience. The NSS was launched in 2005, however, it was noted that the OfS would be undertaking a review of the NSS to ensure it supported the maintenance of high standards and provided reliable data on the student perspective. This was required for a number of reasons including the burden on universities which diverted them from the main work.

- b) the rate of student satisfaction reduced from 80% to 78% during 2019. The main reason identified for this was due to the timing of the NSS which was undertaken between February and April when UEL had been impacted by trade union strikes in three schools and the lockdown which occurred in March 2020.
- c) the results of the NSS would enable UEL to identify the poorest performing courses and establish the reasons why they were performing badly. It was acknowledged that there were three areas where improvement was required including organisation and management, assessment and feedback and support to students. It was noted that the introduction of the dual delivery educational model would improve this position as the consistency required in these areas would be embedded into the system.
- d) it was acknowledged that work would need to be undertaken with the schools who were not doing well in order to understand what the issues were and to establish what measures needed to be put in place to remedy the position. It was noted that course leaders had produced action plans to identify intervention and improve the position.
- e) a question was raised as to whether written comments were available. It was noted that over 1700 comments had been received and this information would be used to help establish issues and identify what interventions needed to be put into place to take account of the comments being made by students.

**08/03 AGREED:** to make the details of the student comments available in a reading room on Convene.

**20/09 ACADEMIC SCHOOL INSIGHT AND GOVERNANCE REPORT – SCHOOL OF ARCHITECTURE, COMPUTING AND ENGINEERING**

**20/01 RECEIVED and NOTED:** a presentation from Dr David Tann, Dean of School of Architecture, Computing and Engineering, on the work, priorities, challenges and opportunities for the School.

**20/10 ANNUAL REPORT ON THE RESEARCH INTEGRITY CONCORDAT**

**10/01 RECEIVED and APPROVED:** the annual statement on Research Integrity 2020.

**20/11 FINANCIAL POSITION AND INTERIM FINANCIAL REPORT**

**11/01 RECEIVED:** a report from the Director of Finance and Assistant Director of Finance on the management accounts and year end update for 2019/20.

**11/02 NOTED that:**

- a) the cost of the restructuring exercise had been lower than anticipated and consideration needed to be given as to whether this could be a post

balance sheet adjustment. If this was agreed then this would put UEL in a better position and could result in a small surplus at year end.

- b) there was a bigger issue regarding potential impairment of fixed assets as a result of the valuation of estates carried out by Avison Young and this would be reviewed.
- c) the going concern and material uncertainty audit was due to be undertaken and should be completed before the next meeting of ARC.

**11/03 AGREED:** that a further update would be provided to the next meeting of the Board.

## **20/12 UPDATE ON THE BUDGET FOR 2020/21**

### **12/01 NOTED that:**

- a) there continued to be small movements in relation to recruitment of students. A large number of students had not completed the full enrolment process and work would be undertaken to ensure that these students were aware that they needed to enrol.
- b) the magnitude of the liability in the pension scheme was noted. The creation of UELPS had helped to reduce the liability, but it was noted that LGPS was still accruing benefit ahead of the cost of our current contributions to the scheme, despite them going up 34%.
- c) a total of £4.9m had been paid in commission to overseas agents. It was noted that this had been raised by FRC.

## **20/13 SECURITISATION AND CORPORATE FINANCING FACILITY**

**13/01 RECEIVED:** a report from the Deputy Vice-Chancellor & Chief Finance officer on the application for the Covid Corporate Financing Facility.

### **13/02 NOTED that:**

It was reported that one of the agenda items for the meeting was to discuss the proposal that the University apply to the Bank of England to participate in its Covid Corporate Financing Facility (“CCFF”). The CCFF is designed to support liquidity among entities which make a material contribution to the UK economy, helping them to bridge coronavirus disruption to their cash flows through the purchase of short-term debt in the form of commercial paper.

- 1.1 The meeting therefore needed to consider and, if thought fit, approve the making of an application to the Bank of England to determine whether the University is eligible for the CCFF.

1.2 It was further reported that, as the University does not currently issue commercial paper, participation in the CCFF by the University will also involve the establishment of a commercial paper programme (the “**Programme**”). The meeting was therefore also asked to consider and, if thought fit, delegate all powers, authorities and discretions of the Board of Governors to the Vice-Chancellor and the Deputy Vice-Chancellor as may be necessary to:

1.2.1 establish the Programme; and

1.2.2 issue notes (the “**Notes**”) pursuant to the Programme [subject to the Authorised Parameters (as defined below)].

## 2 **Terms of the Notes**

2.1 It was reported that, if the University’s application to the CCFF was successful, then the Notes would be issued on the terms set out in summary below:

|                           |  |
|---------------------------|--|
| Maximum principal amount: | issues of Notes up to £68.5m (as may be increased from time to time in accordance with the dealer agreement to be entered into between the University, the Agent (as defined below) and the Dealer (as defined below)) |
| Maturity:                 | [not less than one day or more than 364 days from and including the date of issue, to (and including) the maturity date]   |
| Denomination:             | £100,000 (or integral multiples thereof)   |
| Interest:                 | The Notes will be issued at a discount and will not bear interest.   |
| Form of notes             | Bearer   |
| Clearing system:          | Clearstream Banking, société anonyme (“ <b>Clearstream Luxembourg</b> ”) and/or Euroclear Bank S.A./N.V. (“ <b>Euroclear</b> ”)  |
| Rating:                   | The University has obtained an investment grade credit rating from Fitch (A+) as at 1 March 2020.  |
| Listing:                  | The Notes will not be issued on any stock exchange.  |
| Dealer:                   | To be appointed in due course  |
| Paying agent:             | To be appointed in due course  |



### **3 Documents produced to the meeting**

3.1 The following documents were produced to the meeting:

- 3.1.1 an eligibility form to be provided by the University to the Bank of England (the “**Eligibility Form**”);
- 3.1.2 an undertaking and confidentiality agreement between the University and The Governor and Company of the Bank of England (acting on behalf of Covid Corporate Financing Facility Limited) (the “**Issuer Undertaking and Confidentiality Agreement**”);
- 3.1.3 a supporting letter of advice from Mills & Reeve LLP in relation to the University’s response to question 10 on the Issuer Eligibility Form (relating to its status as public or private body);
- 3.1.4 the audited accounts of the University for the financial year 2018/19;
- 3.1.5 the authorised signatory schedule, in the form of a letter to be signed by the General Counsel, providing sample signatures of the Authorised Officers (defined below);
- 3.1.6 the organisational chart of the University;
- 3.1.7 a management report pre COVID 19 on financial stability;
- 3.1.8 the credit rating letter from Fitch.

(the documents listed above are each a “**Document**” and together the “**Documents**”).

### **4 Noted**

4.1 The transaction was considered, and the terms of the Documents were fully discussed.

4.2 It was noted that:

- 4.2.1 under the Issuer Undertaking and Confidentiality Agreement the University makes certain representations and warranties, and gives certain undertakings, to the Bank of England (including that it reasonably believes it complies with the Issuer Eligibility Criteria (as defined));
- 4.2.2 the payment obligation of the University under the Notes shall constitute a direct and unsecured obligation of the University ranking at least *pari passu* with all present and future unsecured and unsubordinated obligations of the

- University (other than obligations mandatorily preferred by law);
- 4.2.3 the Notes will be priced as a fixed rate bond, issued at a discount to par;
- 4.2.4 under the CCFF programme, the fixed coupon is determined using the maturity matched Overnight Index Swap rate plus a credit spread (intended to be close to market spreads prevailing before the COVID-19 economic shock);
- 4.2.5 establishment of the Programme will involve the following documents (each a “**Programme Document**” and together the “**Programme Documents**“):
- (i) an information summary setting out the terms and conditions of the Notes and a brief description of the University and its activities;
  - (ii) a dealer agreement setting out the relationship between the Dealer and the University and including representations from the University to the Dealer and an indemnity in favour of the Dealer;
  - (iii) a paying agency agreement setting out the relationship between the Agent and the University and governing the process around issuing the Notes into the clearing systems and making payments in respect of the Notes; and
  - (iv) a deed of covenant containing the payment obligations of the University in favour of the holders of the Notes and gives the holders direct rights of enforcement against the University should it default on a payment;
- 4.2.6 each issue of Notes under the Programme will be represented by a single “global” note which will be held in the clearing systems. A global note will be exchangeable for definitive notes only in the circumstances set out in that global note.

## **5 Resolutions**

- 5.1 After due and careful consideration of the Documents it was unanimously resolved that:

- 5.1.1 it was in the best interests of the University to:
- (i) make an application to the Bank of England to participate in the CCFF (the “**Application**”);
  - (ii) establish the Programme; and
  - (iii) (if deemed eligible to participate in the CCFF by the Bank of England) to issue the Notes.
- 5.1.2 all powers, authorities and discretions of the Board of Governors shall be delegated to the Vice-Chancellor and the Deputy Vice-Chancellor (the “**Authorised Officers**”) as may be necessary for the authorisation of all acts, matters, persons or documents in connection with:
- (i) the Application;
  - (ii) establishing the Programme; and
  - (iii) issuing the Notes.
- 5.1.3 the Authorised Officers are hereby authorised (either alone or together) on behalf of the University to:
- (i) negotiate and approve the Issuer Undertaking and Confidentiality Agreement, the Market Notice, the Operating Procedures, the Eligibility Form and any other documentation or procedures issued by the Bank of England in connection with the CCFF, each as supplemented and amended from time to time (all capitalised terms as defined in the Issuer Undertaking and Confidentiality Agreement) (the “**Application Documents**”);
  - (ii) execute the Application Documents that require execution under hand, together with any amendments that the Authorised Officers in their absolute discretion think fit (the approval of the Authorised Officers in any such case to be conclusively determined by their signing of such documents) and that such documents be dated and delivered to the other parties thereto;
  - (iii) negotiate and approve the terms of the Programme Documents and any document connected with the Programme, the issue of the Notes and any such connected documents;

- (iv) execute the Programme Documents that require execution under hand, together with any amendments that the Authorised Officers in their absolute discretion think fit (the approval of the Authorised Officers in any such case to be conclusively determined by their signing of such documents) and that such documents be dated and delivered to the other parties thereto;
- (v) execute and do all such acts, documents, certificates and notices as the Authorised Officers may consider expedient or desirable in connection with the execution or performance by the University of each of the Programme Documents or any other document or agreement connected to such Programme Documents;

5.1.4 the common seal of the University shall be affixed to any of the Programme Documents that require execution as a deed and shall be signed by the Chairman of the Board of Governors together with any other member of the Board of Governors or the Clerk (the “**Deeds Signatories**”) together with any amendments that the Deeds Signatories in their absolute discretion think fit (the approval of the Deeds Signatories in any such case to be conclusively determined by their executing such documents as a deed) and that such documents be dated and delivered;

5.1.5 all powers, authorities and discretions of the Board of Governors shall be delegated as may be necessary to the Authorised Officers for the authorisation of all acts, matters, persons or documents in connection with any issue of Notes under the Programme (a “**Programme Drawdown**”) [save that the maximum principal amount of the Notes issued under the Programme may not exceed £68.5M without the authority of the Board of Governors (the “**Authorised Parameters**”)] including, but not limited to:

- (i) authority to negotiate, approve and execute on behalf of the University any agreement for the issue by the University and the subscription by the Dealer of Note(s) under a Programme Drawdown;

- (ii) authority to sign on behalf of the University a global note representing the Notes being issued under the Programme Drawdown;
- (iii) authority to authorise the Agent to deliver the global note representing the Notes being issued under the Programme Drawdown to or to the order of Clearstream Luxembourg and/or Euroclear (which may be by delivery to a common depository) or with any other recognised clearing system on behalf of the University on the terms and conditions of the Notes; and
- (iv) execute and do all such acts, documents, certificates and notices as the Authorised Officers may consider expedient or desirable in connection with the execution or performance by the University of any document or agreement connected to a Programme Drawdown.

## **20/14 ANNUAL REPORT ON RISK MANAGEMENT**

**14/01 RECEIVED:** the annual report from the Head of Risk and Assurance and University Secretary on risk management.

**14/02 NOTED that:**

- a) the annual report on Risk Management had been approved by ARC. ARC had raised a concern about the risk register at its meeting in February 2020. As a result a new approach had been adopted with increased accountability for risk management which ensured that the risk register was dealt with at a senior level. There was an increased awareness of the need for robust risk processes, especially given the current position regarding Covid-19.
- b) the Risk Review Group would assess risks and the strategic risk register would now also be presented to the University Executive Board (UEB). The membership of the Risk Review Group had been extended to anyone who managed risk and the remit was for the group was being kept open. It was noted that members of the Board could be involved, however the Chair of ARC indicated that it would be best to reserve judgement on whether members of the Board should be involved until the structure of the group had been developed further and progress had been made with regards to the approach on risk management.
- c) there were emerging risks in relation to Covid-19 as considerable uncertainty remained. It was also noted that there was potential risk in

relation to loss of knowledge as a result of the restructure with the numbers of staff leaving the University.

- d) there had been an internal audit review of risk management and, whilst there were no high-risk findings, there were a number of medium risk recommendations which were also being acted on.
- e) the updated risk register would be presented to UEB and ARC in early 2021.

**14/03 AGREED:** to discuss the involvement of the Board with the Risk Review Group once the structure of the Group had been fully developed.

## **20/15 ANNUAL REPORT ON THE WORK OF THE REMUNERATION COMMITTEE**

**15/01 RECEIVED:** the annual report from the University Secretary on the work of the Remuneration Committee for 2019/20

**15/02 NOTED:** that the report provided an overview of the work that had been undertaken by the Remuneration Committee in the 2019/20 academic year. It was noted that the submission of the report was a regulatory requirement.

**15/03 AGREED:** to approve the annual report of the Remuneration Committee and confirmed that it should be published.

## **20/16 CONFIRMATION OF STUDENTS' UNION REPORTING ARRANGEMENTS**

**16/01 RECEIVED:** a report from the University Secretary on the Students' Union reporting arrangements.

**16/02 NOTED that:**

- a) the Education Act 1994 and the CUC Code of Governance required the Board to have oversight of the Students' Union activities including the use of its resources. The approach to this should be proportionate and the process for approving the budget for the Students' Union would remain ostensibly the same with it being submitted with all other University budgets at the July meeting of the Board.
- b) it was proposed that the Students' Union would present an annual or impact report to the Board at the July meeting, the audited annual financial statements of UELSU would be reviewed each year by FRC and the Memorandum of Understanding continuing to be agreed every three years.

**16/03 AGREED:** to approve the proposed reporting arrangements for the Students' Union.

## **20/17 TERMS OF REFERENCE FOR THE STANDING COMMITTEES**

**17/01 RECEIVED:** a report from the University Secretary on amendments to the Terms of Reference for Standing Committees.

**17/02 NOTED that:**

- a) the Governance and Search Committee had reviewed the terms of reference and membership for the standing committees.
- b) in relation to the Audit and Risk Committee (ARC), it was noted that the CUC had issued a new Higher Education Audit Committee Code of Practice. The Governance and Search Committee (GSC) and ARC would review the new code before presenting an updated Terms of Reference to the next meeting of the Board due to be held in November 2020.
- c) it was proposed and agreed to extend the membership of ARC to include an additional independent governor and it was proposed and agreed that Doris Olulode be appointed to this role.
- d) it was proposed and agreed that the Finance and Resources Committee (FRC) be granted authority to co-opt one staff or student representative to its membership.
- e) in relation to the Governance and Search Committee, it was noted that the Chair of FRC was an ex-officio member to this committee. It was proposed and agreed that the Senior Independent Governor replace the Chair of FRC on this committee. It was also proposed and agreed to appoint Adam Doyle as the staff member of the committee.
- f) in relation to the Remuneration and Staffing Committee (RSC) – it was proposed and agreed that the terms of reference for the committee be amended to include responsibility for statutory returns in terms of pay. It was also proposed and agreed to appoint Sir Les Ebdon and Doris Olulode and the Senior Independent Governor to RSC

## **20/18 PROPOSAL TO ESTABLISH AN ETHICS ADVISORY COMMITTEE**

**18/01 RECEIVED:** a report from the University Secretary proposing the establishment of an Ethics Advisory Committee

**18/02 NOTED that:**

- a) it was proposed to establish an Ethics Advisory Committee to have responsibility for reviewing and embedding the ethical framework for the University and providing a forum for advising the Board, UEB and Academic Board on ethical issues.

- b) it was proposed that the membership should be drawn from across the University but should be chaired by an independent member of the Board.
- c) the work of the Ethics Advisory Committee should feed into the work of the Research Ethics Committee as there were a number of ethical questions which would affect research.
- d) work was currently being undertaken to establish the ethical policies within the university.
- e) Bindi Karia expressed an interest in being involved with the Ethics Advisory Committee.
- f) a request was made for further clarification on the terms of reference.

**18/03 AGREED:**

- a) to approve the establishment of an Ethics Advisory Committee.
- b) to provide further clarification in relation to the terms of reference of the Ethics Advisory Committee.

**20/19 SCHEDULE OF MEETINGS FOR THE FORTHCOMING ACADEMIC YEAR**

**19/01 RECEIVED and NOTED:** the schedule of meetings for the forthcoming academic year.

**20/20 CHAIR'S BUSINESS**

**20/01 NOTED:** that Chair's action had been taken to allow Doris Olulode to assume responsibility for Chairing of the Remuneration and Staffing Committee, which was done on the recommendation of the Governance and Search Committee in order to follow good governance practice in the sector.

**20/21 COMPLIANCE WITH COMMITTEE OF UNIVERSITY CHAIRS (CUC) CODE OF GOVERNANCE**

**21/01 RECEIVED:** a report from the University Secretary on compliance with public interest principles and conditions of registration.

**21/02 NOTED that:**

- a) compliance with the OfS Public Interest Governance Principles and the Conditions of Registration were requirements for the University with overall responsibility for this falling to the Board. It was noted that a desk-based exercise had been undertaken to establish compliance and it was noted that a high level of compliance was achieved.



- b) there were three areas which had been identified where further work was required which included academic governance, engagement with the Teaching Excellence and Student outcomes Framework (TEF) and certain aspects of management and governance that related demonstrated it continued to comply with all conditions of registration.
- c) That overall the University was compliant with the OfS Public Interest Governance Principles and the Conditions of Registration, it just needed to undertake further work in the areas outlined in the report.

**20/22 BUSINESS DISCUSSED AT ACADEMIC BOARD ON 7 OCTOBER 2020**

**22/01 RECEIVED and NOTED:** a report from the Quality Assurance officer on the business discussed at the Academic Board meeting held on 7 October 2020.

**20/23 ANNUAL CYCLE OF BUSINESS**

**23/01 RECEIVED and NOTED:** the annual cycle of business.

**20/24 USE OF THE CORPORATION'S SEAL**

**24/01 NOTED:** that the Corporation's seal had not been used since the last meeting of the Board held on 7 July 2020.

**19/123 DATES OF MEETINGS**

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

- 24 November 2020 (Strategy Session followed by Board meeting)
- 2/3 February 2021 (Residential)
- 23 March 2021
- 25 May 2021
- 6 July 2021

**Signed:** .....

**Chair of the Board of Governors**

**Dated:** .....