Board of Governors

CONFIRMED

Minutes of meeting held on 13 December 2023 at 13.00hrs in Room G15, Main House, Newton Park campus

Present:

Mr Jonathan Glasspool	Independent Governor (Chair)
Dr Emma Wakelin	Independent Governor (Deputy Chair)
Professor Sue Rigby	Vice-Chancellor
Mr Steve Egan	Independent Governor
Mr Antony Durbacz	Independent Governor
Ms Sue Lane	Independent Governor – virtual attendance
Mr Edward Arnall-Culliford	Staff Governor (Professional Services) – from Item 5
Professor Sabbir Ahmed	Staff Governor (Academic)
Ms Jas Raymond-Barker	Students' Union President
Ms Francesca Burke	Student Governor
Mr Stephen Riad	Independent Governor
Ms Francesca Fryer	Independent Governor
Mr Sanjay Shah	Independent Governor

In attendance:

Mr David Newman	University Secretary
Professor Georgina Andrews	Deputy Vice-Chancellor and Provost
Ms Jo Stocks	Chief Financial Officer
Dr Rebecca Schaaf	Pro Vice-Chancellor (Student Experience) - items 8 (minutes item 23/24) – virtual attendance
Dr Charles Wiffen	Interim Head of Corporate Governance – Item 9 (minutes item 23/26) – virtual attendance
Mr Richard Jordan	Director of Estates and Services – Agenda Item 10c (minutes item 23/27)
Ms Arlene Stone	Director of Human Resources – Agenda Item 11 (minutes item 23/25)
Ms Pearl Slater	Head of Academic Governance and Quality – Item 12 (minutes item 23/28)
Mr Bill Devitt	Director, External Audit, Grant Thornton - Item 7 (minutes item 23/23) virtual attendance
Mr Thomas Woodhead	Manager, External Audit, Grant Thornton - Item 7 (minutes item 23/23) virtual attendance
Ms Katherine Lee	Governance Manager

Apologies

Ms Carole Stott	Independent Governor
Ms Emily Casey	Independent Governor
Mr Nick Sturge	Independent Governor
Ms Vinita Nawathe	Independent Governor

Agenda item		Action
23/17	**1: Apologies, new declarations of interest and Chair's Business** The Chair welcomed governors to the meeting. There were apologies from Ms Emily Casey, Ms Carole Stott, Ms Vinita Nawathe and Mr Nick Sturge. No declarations of interest in respect of agenda items to the meeting were raised. The Chair referred to the site visit undertaken by Governors to the Locksbrook campus immediately prior to the meeting and the context of key medium- and long-term strategic considerations for the Board in respect of estates issues, with discussion at this meeting in relation to Locksbrook II. External Auditors would join the meeting remotely at Agenda Item 7 and that the Remuneration Committee agenda item would be moved forward in the agenda to assist the Chair of that Committee. The Chair provided context and update on the Chancellor Search process, the tasked subcommittee considerations and shared biographical details of the proposed candidate via presentation of a slide, to be discussed at the end of the meeting. The Board **APPROVED** the consent agenda (Minutes reference 23/29, Agenda Item 13).	
23/18	**2: Minutes of the meeting of 27 September 2023** The minutes were **APPROVED** as an accurate record of the meeting.	
23/19	**3: Matters Arising** **RECEIVED** and **NOTED** the updated Schedule of actions. The University Secretary referred to the schedule of actions and an update was provided that the majority of actions had been completed, with one action in progress expected for completion in the spring, following the refinement of the financial strategy, as included in the schedule. Enrolments of Overseas Fee Status students had been appended to the schedule of actions for governors' awareness.	

23/20	**4: Governor Appointment (Paper G1330, G1330.1, G1330.2, G1330.3, G1330.4)** **RECEIVED** and **CONSIDERED** Paper G1330 The Deputy Chair of Governors and the University Secretary presented the report to the meeting which outlined recommendations of appointment for two new independent Governors, one coopted member of the Audit Committee and one Staff Governor (Professional Services) following outline of outcomes from interview panels convened on behalf of the Nominations and Governance Committee. The meeting considered the extensive skills, experience and valuable expertise of candidates as evidenced a presented to the meeting and received feedback from Governors involved in the interview panels of the high calibre of the recommended candidates, who had displayed interest and motivation in working with BSU specifically. The Chair advised of the internal interview process and panel for the role of the Staff Governor recommendation and high calibre of applicants. It was considered that the proposed candidate would bring a breath of university wide knowledge and experience from systems and data perspective, which would be helpful to the Board. It was confirmed that due diligence had been completed, including 'fit and proper person' assessments and no issues were raised. Following discussion, the Board **APPROVED** as follows: a) The appointment of Jay Bhutani as an independent Governor and member of the Finance and Infrastructure Committee with effect from 1 January 2024 for a term of 3 years. b) The appointment of Leonie Fleming as an independent Governor and member of the Audit Committee with effect from 1 January 2024 for a term of 3 years. c) The appointment of Edward Arnall-Culliford as Staff Governor (Professional Services) with effect from 13 December 2023 for a term of 3 years. d) The appointment of Julie Waterfield as a co-opted member of the Audit Committee with effect from 1 January 2024 for an initial term of 1 year, subject to any extension which may be agreed by the Audit Committee at its discretion. [Edward Arnall-Culliford joined the meeting]	

23/21	**5: Vice-Chancellor's Update (Paper G1331)** **RECEIVED** and **NOTED** Paper G1331 The Vice-Chancellor provided an overview of her written report and highlighted the extensive activities undertaken since September on financial planning, Locksbrook, student numbers at Bath Spa University London (BSUL) and strategic audit risk analysis. The following areas as covered in the report were emphasised: In respect of the external environment: Government, Department for Education and Office for Students (OfS), governors were advised of a forthcoming visit by OfS Chief Executive, Susan Lapworth with Governor involvement, following the recent steer by the House of Lords for enhanced community engagement by the regulator. Reference was made to the response to request from the OfS regarding admissions and historic data and the strategic investment in staff in data, registry services, admissions and in partnership arrangements in the region of £600,000 annually was outlined. Broader considerations in relation to intensity and approach of ongoing scrutiny of the regulator across wider activities were advised. It was considered there was a good basis for response. In respect of resultant enhanced conditions of reporting to OfS and provision of auditor reports within a week of receipt, discussions at the Audit Committee were outlined and that there had been endorsement that it was appropriate that the next occurring Audit Committee should receive first presentation of auditor reports and that any reporting to the OfS would follow that presentation, consideration and agreement of any improvement actions, as per F3 notice requirements. The Chair of the Committee commented on the importance of the continued robustness and effectiveness of internal audit focus. This approach was **ENDORSED** by the Board. Proactivity and pre-emptive work internally on OfS topics of focus, relationships and current OfS sector focus on partnership arrangements was discussed. It was considered that the university had a strong story to tell, with a strategic approach, enabling The Sunday Times Award for Social Inclusion and connectivity which followed Government objectives. Further opportunities with wider stakeholders could be considered which would enhance resilience in this process. Update was provided on work in process for a OfS B3 compliance review expected in the spring. Related context regarding partnerships and a-typical student profiles for learning due to diverse backgrounds was highlighted as challenging if traditional methods of data review were deployed and considered important for supporting narrative. A sector example of the outcome of a recent OfS B3 audit was advised. Following a query regarding independent review of outcomes, it was advised that the Quality Assurance Agency would be involved in this work. Reference was made on the extensive work undertaken on strategic risk analysis, which would be further considered by the Audit Committee and used for decision making on strategic investment and would also demonstrate to the OfS focus on strategic risks and mitigations. In respect of Trade Union and pay, there was currently a period of calm following failure to achieve strike action, although sector staff unrest remained. Key sector issues were identified around workload management and casualisation.	

	In respect of core business update and Key Performance Indicators (KPIs), in recruitment sector figures were currently down in the region of 5.8%, with the competitor group down by 14% and BSU down by 4.6%, caution was advised in respect of the context of timing to UCAS close, growth in international students last year which was now cooling due to dependants constraints and the continuation of an inherently volatile environment. Financial sustainability due to the benefits and opportunities for BSU to 'flex' between business streams, current profile of students as 50% home and 50% partnerships, with recognition of high dependency on educational partners, accommodation market risks and restraints within the Bath home market were highlighted. The Board were advised of a successful Teach First grant secured of £1.6M and that more broadly a £3.4M Regional Arts Council England grant had been written in association with BSU to enhance the cultural offer in the region and built relationships with the West of England Combined Authority and Bath and Northeast Somerset Council (B&NES) and the Arts Council. In respect of retention and engagement it was advised that this was an area of focus in the sector and BSU had invested in staff in this area. Challenges due to cost of living, pandemic arrangements for learning and significant levels of student employment, (20 – 30 hours a week) impacted on attendance rates and ability to engage on campus full time. Student engagement, opportunities for innovation in approach and internal employment had been a topic of discussion at a recent leadership team away day. A discussion was held and sector cultural, regulatory and staffing models, curriculum and teaching practices were highlighted as potentially impacted by these considerations. In respect of the staff survey, although response rates were marginally down, 83% of staff had responded that BSU was a good place to work which was considered a mark of success. Self-evaluation of staff mental health was more prominently good than bad. A full discussion took place regarding attendance data, potential reasons for student engagement issues, retention, impact of attendance on performance success, wider sector challenges and what could be learnt from other countries approaches in this area. Feedback was provided by the Students' Union President and Student Governor on the cumulative impacts of various issues including funding, financial and time constraints, impact of Bath based students' attendance due to transport difficulties. An update was provided on liaisons undertaken with the campus bus company to date, sector challenges in this area and experience within the Governing body. It was agreed that further discussion on this topic would be progressed outside of the meeting. In recognition of the importance of this operational challenge, it was agreed that this should be reviewed more frequently, and appropriate timescales would be considered along with possible options for inclusion in Away Day discussions with external input. Governors were invited to attend the Winter Graduations on 30th January 2024. The Vice-Chancellor was thanked for her comprehensive report to the meeting.	**PVC Student Experience (RS)/Francesca Fryer/Steve Egan**

23/22	**6: Financial Update 2023/24 (Paper G1332, G1332.1, G1332.2, G1332.3, G1332.4)** **RECEIVED** and **CONSIDERED** Paper and presentation G1332. The Chief Financial Officer referred to the report and detailed presentation outlining the main highlights of quarter one financial performance in line with requirements of reporting to the OfS for this year and following four years. This presentation included information on the main areas of change since the Board approved the 5-year Financial Plan in July 2023 around key areas of: student recruitment and tuition fees by segment, grants, staff costs and pay analysis and the Students' Union. Further documents as presented to the meeting outlined information relating to pensions, liquidity and 5-year income and Expenditure, Cashflow and Balance Sheet. In reference to student numbers, these reflected figures for November as provided to the Higher Education Statistics Agency (HESA) showing a growth in partnership overall but incorporating a reduction in Bath Spa University London (BSUL) compared to planned numbers. Overall Undergraduates were down against the plan and Postgraduates were currently as per planned with growth in Post Graduate international students against planned. Changes had been made to the short term of the 5-year financial plan, with no changes to assumptions in later years. Further modelling was planned particularly around level 5 and 6 continuations, with the Deputy Vice-Chancellor and Provost and scales of importance and impact on income for different student groups were outlined to the meeting. In respect of continuing growth of partnerships, increased recruitment against plan had taken place in September 2023 and was expected in February 2024, with this functionality of the business model considered important Redacted: [FOI Exemption Section 43: Commercial Interests]. In reference to pay, there was continuing investment in supporting growth in partners. This supported staff and student ratios, investment in professional services staff due to the increasing regulatory burden by the Office for Students (OfS) in respect of data submissions and risk and following feedback from the National Student Survey (NSS), in order to strengthen the student experience. In reference to the Teaching Grant, it was advised that there was an increased number of students that attracted Access and Participation funds, which would be paid in terms of bursary. Current arrangement for reclaim via partners was advised. In respect of the Local Government Pension Scheme (LGPS), this was no longer in overall deficit and there were no notional service cost adjustments this year, as required in previous years. In reference to earnings, provision before interest, tax, depreciation and notional adjustments (EBITDA) enabled transparency of actual performance for management purposes and would be used for moving forwards. Questions were raised and discussed in respect of variations against planned with partners, that currently partner numbers were capped but would be reviewed as required and enabled diversification of portfolio, albeit in a currently buoyant but increasingly challenging market, confirmation that costs were increased appropriately to align with recruitment efforts particularly in BSUL and proportion of tuition fees to partnerships and BSUL were discussed. Challenges of supporting growth were	

	considered. Confirmation had been provided that the UKVI application for September 2024 had been successful and volatility of the international market was recognised. Following a question, reference was made to opportunities for BSUL undergraduates to attend in Bath and that travel bursaries were now available for offer holder days to increase eligibility for support. Reference was made to the increase in fees to support the Students' Union and that this topic would be discussed at a future time. The Board **NOTED** the report and that the Finance and Infrastructure Committee had approved the financial forecast to be submitted for the draft OfS Annual Financial Return (incorporating Income and Expenditure, Cashflow and Balance Sheet as presented) for the end of November deadline. [Bill Devitt joined the meeting] [Thomas Woodhead joined the meeting]	

23/23	**7: Report of External Auditor/Annual Report and Financial Statements for Bath Spa University and its Subsidiaries for the Year Ending 31 July 2023 (Paper G1333, G1334, G1335)** **RECEIVED** and **CONSIDERED** Papers and presentation G1333, G1334 and G1335. The Chief Financial Officer confirmed that the draft financial statements and assumptions had been reviewed by Audit and Finance & Infrastructure Committee and following finalisation and review by the Chair of the Audit Committee, were recommended to the Board. The Board were informed the Directors of the University's subsidiaries had met with the recommendation to submit for approval. A presentation was shared with the Board which provided a detailed summary of the University's financial performance for 2022/23 which was considered a successful year with a bottom-line surplus of £3.2m after an unrealised gain on investments held of £2.1M. The improvement against prior year of £8M is driven by the continued growth of educational partnerships and international students with increase in BSU tuition fees of £3.9M. Reference was made to the improvement of £16.4M in pension fund deficit to £4M and reduction in borrowing during the period. This was offset by increases in costs related to staff and pay due to pay award and additional staff investment as offset by LGPS savings. Increases in student acquisitions of £4.2M and infrastructure of £2.5M and other non-pay costs of £2.1M which included £1M increase for bad debt provision due to increase in partners and BSUL provision. Earnings (EBITDA) were up £0.9m year on year and £2.7m up against plan. In respect of Capex it was advised spend was £3.9M through the balance sheet and details of this spend were outlined. Investment in facilities for student needs was key to encourage student experience and attendance on campus. In respect of the year-end external audit process, challenges were identified for both parties and reference was made to the impact of the new finance system, impact on timescales for provision of papers and recognition was made of the effort by both parties. The audit planning meeting scheduled for the summer to report to the Audit Committee, would consider any learning points for moving forward. The External Auditors were welcomed to the meeting, they reminded the Board of the role of the External Auditors and concluded that their work completed to date on the accounts would enable them to provide an unqualified clean audit opinion with a true and fair view. It was advised that no significant adjustments had been required with a cosmetic adjustment made only in respect of debtors and creditors with no resultant impact on the result for the year. One minor immaterial item had been documented in the audit findings report and nothing was of concern. The External Auditors referred to their audit findings report and commented on the two internal control recommendations highlighted to enhance internal control, which were considered housekeeping matters. It was confirmed that the vast majority of audit work had been completed and an update was provided to the meeting on the areas which remained outstanding for completion, following which an updated report would be issued and provided to the Chair of the Audit Committee, subject to no arising issues.	**Grant Thornton/CFO (JS)**

The Board considered the internal statements of control incorporated within the corporate governance statements in compliance with the voluntary Higher Education Code of Governance published by the Committee of University Chairs and the statement of responsibilities of the Board of Governors for the Financial Statements incorporating Going Concern were outlined to the Board, with specific attention drawn to the provisions within the OfS Accounts Direction. Reference was made by the Chair of the Audit Committee to the Audit Committee Annual Report to the Accountable Officer and the Board of Governors providing assurance as presented in later items to the meeting.

The Board confirmed it had:

- **REVIEWED AND AGREED** the BSU Annual Report and Financial Statements for the year ended 31 July 2023, subject to final report awaited from External Auditors as outlined above.
- **NOTED** the Financial Performance Report (presentation) for the year ended 31 July 2023 which includes explanation of significant variances between the budget for the year ended 31 July 2023 including comparison to prior year
- **CONFIRMED**, in accordance with FRS 102, that the accounting policies (on pages 59 - 64 of the Annual Report and Financial Statements) are appropriate;
- **CONFIRMED the statement of internal control** (page 37 - 39 of the Annual Report & Financial Statements) is appropriate;
- **NOTED** the accounts for the subsidiary company Bath Spa U Ltd (BSU Ltd) which form part of the University's consolidated results;
- **REVIEWED AND AGREED** the Letters of Representation for BSU and its subsidiary BSU Ltd;
- **REVIEWED AND AGREED** the letter of support from the university to its subsidiary BSU Ltd);
- **CONSIDERED** the interim findings report of the auditor (Audit Findings) as updated verbally at the meeting to confirm the latest position and the Management Letter as included in the Annual Report and Financial Statement document
- **AUTHORISED** the Chair and Vice-Chancellor to sign the report and accounts, the letter of representation and the letters of support.

[Bill Devitt left the meeting]
[Thomas Woodhead left the meeting]
[Rebecca Schaaf joined the meeting]

23/24	**8: Locksbrook II: Phase 1 – Business Case Assumptions and Commercial Criteria (Paper G1336)** **RECEIVED** and **CONSIDERED** Paper G1336 The Vice-Chancellor outlined the report to the meeting highlighting that its purpose was to demonstrate the value of building Locksrbook II and how it aligned and contributed significantly to Strategy 2030 and current Estates Strategy, to describe and agree the assumptions that will underpin the detailed business case in line with the Finance Strategy, to provide an assessment of risk around each of those major assumptions, its scale, level and scope for resolution, along with any strategic opportunities being relinquishing as a consequence of the investment and to describe the key elements a detailed business case will bring to the Board during 2024, the schedule proposed to work to and the supporting documents which will be supplied during that process and progress to a request for approval in 6 – 8 months culminating in a hard project commencement. It was considered that this was potentially the most significant decision the Executive and Board would take during the timescales of Strategy 2030. The Vice Chancellor outlined the plan of the building of a major teaching a research facility opposite the existing Locksbrook site, [FOI Exemption Section 43: Commercial Interests]. Reference was made to the intellectual work with the fashion collection to amplify value and promote international fashion for sustainability and as cultural assets. It was advised that there was a requirement for redesignation in planning terms for teaching requirements of the site and that pre application stage had been progressed and was considered achievable. The fit to Strategy 2030 with delivery on a significant number of strategic ambitions was outlined as follows: - consolidation of Bath estate - strategic growth of student numbers – with further work to be undertaken on student number considerations - improved student experience – in respect of effective use of existing; and development of new space and options for accommodation - planned diversification of income streams – in respect of expansion of partnerships afforded with this proposal - partnerships of longstanding value and impact, being essential to Bath and the region – with reference made to vision and economic development for the wider Locksbrook area and region which had been incorporated within Council strategy as a priority. Incorporation of enterprise and innovation space to be an important part of the build, opportunities for areas of digital creativity and significant opportunities for research and grant activity were also reported and signposted as future opportunities with positive reputational impact. - using creativity and innovation to address problems of the current age - with fashion sustainability and potential influence of policy The basis for considerations of the value of the building in financial critical goals were outlined and discussed considering quantification of risk and outlined as: - the sale value of Sion Hill - creation of additional space to replace space lost at Newton, Corston and Sion Hill and space for student number growth - contribution from B&NES for Collection space and possible contributions from West of England Combined Authority (WECA). The report incorporated an algorithm approach based on elements ranges and provocations by the Chief Financial Officer were in process of being developed, to assist in decision making and the financial business case for moving forward.	

	Governor's input was invited and a rich and comprehensive discussion was held. This covered aspects of risks and opportunity costs involved in decision making, particularly in respect of alternative options of building of own accommodation, linkages to the capital plan, potential use of surplus, exploration of additional teaching space and additional investment in partnerships. Discussion highlighted requirements for the building to suit multiple purposes, amplify student experience and meet sustainable requirements. It was considered positive that this created opportunity for the University to be centrally placed at the heart of the area's regeneration, which would provide reputational benefits and provide a long-term investment and asset. Opportunities for sense of place and belonging for all students across both campuses was discussed as a key consideration. The Student Governor provided feedback on the benefit of immediate progress of campus consolidation activities and benefits for the current student experience, consideration was given to the timescales and impact for existing students and that a robust communications strategy to manage expectations would be required. Governors discussed priorities and risks around student recruitment including international students, with modelling in process for protection of student number growth, that projections were relatively modest and that focus on retention and new ways of teaching as an enabler, would be further discussed. Queries were raised [FOI Exemption Section 43: Commercial Interests] and considerations of the level of impact and timescale dependencies in respect of the lease for Newton Park. An update was provided by the University Secretary on the beneficial relationship, pace and momentum of the current negotiations which were being progressed in liaison with CBRE and that further updates would be provided to the forthcoming Finance and Infrastructure Committee meeting. It was considered useful for dependencies to be considered and a timescale schedule to be developed to articulate the interlinkage and alignment with Plan 27 considerations (now considered likely to be delivered in 2028) and broad timescales, opportunities and challenges of different timelines were discussed. Discussion was held on funding and appropriate contingency levels for capital costs of between 10 - 30% for forecasting purposes. Opportunities for stakeholder engagement and funding support were highlighted as options for further consideration. An example was provided on the benefit of consideration of number planning taking place prior to space planning, with context of space hungry courses to be considered at initial architect design stage and alignment to expected course portfolios. Priorities for flexibility, future diversification and longevity of the building were discussed and considerations were raised relating to the business school, law, marketing and management, with significant potential with opportunities for incubation and enterprise space. Following a query, discussion was held on assessment of market and interest levels for new course provision and related decision making. It was advised that this project was not dependant on a large increase in student numbers and therefore sensitivity in this area was considered low and models of delivery were also being considered. Following discussion, governors provided broad support to the assessments, methodology and underpinning assumptions as outlined within the report. The Board acknowledged the level of work involved to this point and **APPROVED** the progression of development of a business case for Locksbrook II, with expected update to be provided to the next meeting. The Chair reordered the agenda as advised in Agenda Item 1 (23/17). [Rebecca Schaaf left the meeting] [Arlene Stone joined the meeting]	**PVC SE (RS)** **PVC SE (RS)**

23/25	**9: (Agenda Item 11): Remuneration Committee** **a) Committee Chair's Update** The Chair of the Committee provided a verbal update to the meeting and highlighted the following which was **NOTED**: • That the minutes were not routinely presented to the meeting due to confidentiality requirements • Key items of business other than those reporting to this meeting had been the pay review, update on the positive progress on the reward and recognition strategy and pensions proposals to be considered by the Committee at their next meeting in April **b) Annual Equality Report (G1345)** The Director of Human Resources referred to the report which demonstrated to the Board of Governors how the University complies with its duty under the Equality Act 2010 and Public Sector Equality Duty as well as providing information on activities and data trends at Bath Spa University (BSU). This included the diversity, inclusion and gender report and provided Equality Objectives for approval. In respect of equality objectives reference was made to the objective to increase Black and Minority Ethnic (BME) staff from 8% towards 14% and the theme of 'Moving from Equality to Equity'. Activities in supporting the Equality, Diversity and Inclusion agenda were outlined in the report as well as gender pay gap reporting. Following a question, it was confirmed that on removal of casual staff from figures, there would be a significant reduction in the gender pay gap reporting and this was included in the narrative to provide context to the figures. A question was raised in respect of having full understanding of the problem to be solved to ensure solutions were appropriate. Reference was made to awareness with the BME data and awareness of higher percentages than comparator local employment, but not in higher education sector generally in respect of employment of staff and student feedback that staff didn't fully represent our student makeup. Update was provided on work with external providers to ensure diverse recruitment activities. The Board **NOTED** the Annual Equality Report and **APPROVED** the Equality Objectives for 2023 – 2027 as presented. **Annual Review of Committee Terms of Reference (G1346)** The Board considered the minor amends made to the Remuneration Committee Terms of Reference for the period 2023/24. The Board **APPROVED** the Remuneration Committee Terms of Reference. [Arlene Stone left the meeting] [Sue Lane left the meeting] [Charles Wiffen joined the meeting]	

23/26	**10: (Agenda Item 9) : Audit Committee** a) **Committee Chair's update** The Chair of the Committee provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following aspects of context which was **NOTED**: - The provision of Internal Audit Reports from new Internal Audit provision, these had been encouraging in quality, content and interactions with management - reference was made to a positive meeting and the work of the Committee with some minor amendments to narrative of the Annual Report and Financial Statements, in respect of some potentially commercially sensitive narrative, following presentation to this meeting. It was advised that this did not change the opinion of External Auditors and this approach was **APPROVED** by the Board of Governors The Chair of the Board provided his thanks for the support provided to the finance team this year. b) **Audit Committee Annual Report to the Accountable Officer (Vice-Chancellor) and the Board of Governors 2022/23 (G1337, G1337.1, G1337.2, G1337.3, G1337.4)** The Chair of the Committee advised that the report set out the key activities of the Audit Committee during the financial year 1 August 2022 to 31 July 2023, including any significant issues that have arisen up until the date the Report was agreed by the Committee (29 November 2023), and described how the Committee discharged its duties. This report provided the assurance underpinning the Committees assurance of the Annual Report and Financial Statements. The Board **NOTED** the report and provided thanks to the Chair, Committee and finance team for their efforts through this process. c) **OfS: Data Assurance Audit Outcomes (G1338, G1338.1, G1338.2, G1338.3, G1338.4, G1338.5)** The University Secretary outlined the report which advised the Audit Committee of the outcome, findings and resulting action plan of the Data Assurance Audit carried out by the OfS in Summer 2023 and that continued reporting on progress would be made to the Audit Committee. A query was raised in respect of when the investigation would be formally closed which would be requested for clarification by the OfS. Reference was made to the endorsement of approach of provision of audit documentation in respect of the expanded F3 notice and endorsement of approach as discussed in Item 5 (23/21) to the meeting. d) **University Risk Register (G1339, G1339.1)** The University Secretary introduced the Acting Head of Corporate Governance, who presented the report and updated risk register to the meeting, which had been enhanced following the outcomes of the RSM Risk Maturity Review undertaken in October 2023. A summary of the recommendations from that audit were provided and it was outlined that the Risk Register had been streamlined and was now presented with a non-multiplier format mapped to strategic objectives and cross referenced to indicate interdependencies and incorporation of risk appetite rating and target risk score. It was advised this format would continue to evolve as part of development and enhancement to effective risk management. Reference was made to the highest scoring risks and mitigations as outlined. In respect of student recruitment the Boards attention was drawn to broad activities taking place in respect of data optimisation, the new access and participation plan and widening access and participation strategy, which are in development. In respect of educational partnerships, the partnership strategy being implemented by the	

	partnership strategy group oversight with monitoring audit visits to partners and data checks. In respect of the OfS B3 compliance audit expected in 2024, with particular focus placed on courses with an integrated foundation year and those delivered through franchised partnerships and preparations for this review were in process. Following discussion, it was considered that the downward trajectory for target risks over 3 years and review of the framework was positive. A query was raised in respect of the level of risk of generation of sufficient cash (red rated) in respect of current surplus and cash deposits and considered if this could be reduced and agreed this would be looked at outside of the meeting. A query was raised in respect of articulation of medium- and longer-term risks if emerging strategic opportunities were not progressed and that further consideration should be given on this topic. The Board **NOTED** the report and Risk Register. e) **Annual Report on Compliance with Regulatory Framework for Higher Education England (G1340, G1340.1)** The University Secretary outlined the report to the meeting and Members' attention was drawn to the Appendix which set out the sources of assurance regarding the University's alignment with the Regulatory Framework for Higher Education in England published by the OfS and conditions of registration. It was advised that work was in process on enhancing identification of OfS and other external compliance requirements and assurances undertaken and to consider any gaps or compliance risks where we may wish to provide additional focus or proactivity, and this would be provided to the next meeting of the Audit Committee. The Compliance with regulatory framework for Higher Education England report was **NOTED.** f) **Annual Review of Committee Terms of Reference (G1341, G1341.1)** The Board considered the minor amends made to the Audit Committee Terms of Reference for the period 2023/24 which was the change in titling to Audit and Risk Assurance Committee as common sector practice. The Board **APPROVED** the Audit and Risk Assurance Committee Terms of Reference [Charles Wiffen left the meeting] [Richard Johnson joined the meeting]	**Acting Head of Corp Gov (CW)/Chair of Audit Committee (AD)**

23/27	**11: (Agenda Item 10): Finance and Infrastructure Committee** a) **Committee Chair's update** The Chair of the Committee provided a verbal update to the meeting referenced the provision of meeting minutes and highlighted the following which was **NOTED**: - positive feedback was provided to the Chair of the Audit Committee and for the close working and clarifying roles of the committees in the provision of the Annual Report and Financial Statements - positive feedback was provided to the Chief Financial Officer in the generation of additional income from cash balances as a significant part of surplus and the continuing development of the recently updated finance system which has improved data provision and will accommodate useful segmental reporting - it was advised that a reserves policy was awaited and was hoped would articulate the relative risks of income streams and was expected to the next meeting of the Committee - reference was made to a forthcoming meeting with members of the Finance and Infrastructure and Audit and Risk Assurance committee to discuss and develop the committee's role in partnership oversight arrangements, with mindfulness of overstepping into the executive function - reference was made to improvements in investment oversight arrangements via executive action by the Chief Financial Officer with sector good practice and enhancement following recruitment of a board member with this specific expertise and request had been made to the Audit and risk Assurance Committee to look at Treasury Management functions as part of the Audit Universe - reference was made to a positive presentation on sustainability and high level of achievement in this area - in respect of sports facilities, reassuring comments had been made by the Students Union representatives during the committee meeting in respect of investment in broad sports facilities across multiple sites - reference was made to the changes made to the running of the Committee which had provided enhanced focus b) **Annual Report of the Finance and Infrastructure Committee (G1342, G1342.1)** The Chair of the Committee referred to the Annual Report of the Committee which provided an overview of the work of the Committee for the previous year and a forward outline of areas of focus for the Committee in line with its terms of reference, to provide assurance to the Board of Governors. The Annual Report of the Finance and Infrastructure committee was **NOTED.** c) **Student Accommodation and Rent Setting for 2024/25 (G1343)** The Director of Estates and Services presented the report to the meeting which considers the cost of rent for students living within Bath Spa owned accommodation, and the impact of increasing rents for the next academic year 2024/25. On the basis of this review and on recommendation by the Finance and Infrastructure Committee, a rent increase of 5% is proposed. Discussion was held and feedback was provided by student governors and the Student Union President and it was considered this was equitable, fair and enabled consistency of approach between Bath owned and external accommodation, which was a key consideration. The Board **APPROVED** that a 5% increase in rents across university owned accommodation be made for 2024/25 and that a low-income accommodation bursary is to be rolled out for the academic year 2024/2025. d) **Annual Review of Committee Terms of Reference (G1344, G1344.1)**	

	The Board considered the minor amends made to the Finance and Infrastructure Terms of Reference for the period 2023/24. The Board **APPROVED** the Finance and Infrastructure Committee Terms of Reference. [Richard Jordan left the meeting] [Pearl Slater joined the meeting]	

23/28	**12: Academic Board** a) **Committee Chair's update** The Vice Chair of the Committee provided a verbal update to the meeting and highlighted the following which was **NOTED**: - the update referred to the Academic Board having taken place in September and considered positive that a member of the governing body had also attended this meeting. Other items than those covered in this agenda had been included in consent agenda items (Honorary Graduates). - updates had been received on key aspects of the Education Committee, the Teaching Excellence Framework (TEF) Silver Award and steps taken for preparations for the next assessment, graduate school and reduction in Postgraduate Taught (PGT) students due to challenges in external funding and following discussions there had been an increase in plans to support for staff funding for opportunities for further development - discussion had been held on the provision of the placement year for all courses and some discussion on those courses where this was not possible in respect of Music and Performing Arts, due to Union considerations and that actions were in place to ensure transferable opportunities were made available - Report on UKVI site application which was confirmed as now approved with a total of 900 Confirmation of Acceptance of Studies (CAS) allocations b) **Annual Quality and Standards Assurance (G1347)** The University Secretary referred to the fulsome report to the meeting and previous review by the Academic Board and the Audit Committee, and thanks were provided for helpful positive comments provided by Carole Stott prior to the meeting and Emma Wakelin's attendance at the Committee to provide additional layers of input at that meeting. Reference was made to the cross reference of sources of assurance as discussed in earlier items to the meeting. The Head of Academic Governance and Quality provided a presentation on the key points of the Annual Report on Quality and Standards as presented in full to the meeting. The report was provided as part of the governing body's obligations to assure itself under the B Conditions around quality standards and teaching excellence and under Condition E3 of the Office for Students Conditions of Registration to 'ensure the provider's compliance with all of its conditions of registration and with the OfS's accounts direction. It was advised that short sections had also been included on: A1 & 2 Conditions for access and participation with further reporting to the Board later in the year on the new access and participation plan, conditions C1 for consumer legislation and specific conditions of F2 for transfers and E5 for electoral registration and how the Academic Board met condition E2 for good governance. The presentation included: - frameworks, policies and procedures in place - key activities completed over 2022/23 including an Academic Governance review, work on student terms and conditions and additional costs policy, programme review processes including partner providers, new procedures in respect of programme closure and changes to academic assessment policies following learning from the marking and assessment boycott in the summer, development of data dashboards, external examining and alignment with external principles and assessment of English competency of graduates, external accreditation policies, Ofsted preparations and TEF submission - mapping grids of frameworks and key activities/governance to Conditions of Registration - highlights of key issues for focus and outcomes of review activity - reference was made to the Board Awareness Session held in March 2023 on B Conditions Reference was made to the three areas of strategic focus of: - educational partnerships with focus on new procedures for partnership management and detailed overview of activities taking place in this area;	

- student outcomes with information provided on the work on B3 regulation and OfS focus supported by the QAA for activities already in process to identify risks and actions in working with partners and the broad oversight activities in respect of continuation and progression to employment or further study;
- academic standards for B4 and B5 with baseline standards for Degree standards and assessing awards. Forthcoming work would be a new Academic Integrity policy incorporating considerations of generative artificial intelligence, activities around English language competency requirements, a marking criteria toolkit to enhance consistency and alignment with emerging OfS guidance on retention of assessed work and development of retention schedules.

Feedback was provided on the extensive work undertaken by the team for BSU and partners and the high degree of assurance which was provided. Following a query regarding resources, it was advised that resource had been increased across the university incorporating professional services and two additional posts had been added to the Academic Governance team. It was advised that work with the Centre for Educational Partnerships had been developed and was working closely with Academic Governance and Quality team with good level of communication with teams working collectively.

Following discussion, commendation was provided to the Academic Quality and Standards Team for the clear report and excellent level of assurance provided and the Board **APPROVED** the Annual Quality and Standards Assurance Report for 2022/23.

c) **Annual Degree Outcome Statement (G1348)**

The Head of Academic Governance and Quality presented the annual update to the externally published Degree Outcomes Statement, required as part of the Statement of Intent published by the UK Standing Committee for Quality Assessment (UKSCQA) to be published on the University's website in January 2024.

The Board was informed that the Statement presents final classifications for graduates achieving Level 6 awards. The Statement outlines the institutional degree classification profile, assessment and marking practices, academic governance, classification algorithms and teaching practices and learning resources. It was advised that these results were the first 'post covid' against the normal algorithms, which is resultant in the reduction in 2.1 awards and that a large number of top up partnership students had also fed into this process.

A discussion was held on the classifications for final year partnership students and that data was being continually monitored to ensure alignment and gap analysis between Bath and partnership students. It was considered positive that degrees were now returning to historic levels.

The Board **APPROVED** the Annual Degree Outcome Statement.

[Pearl Slater left the meeting]

23/29	**13: Consent Agenda** As referenced in minutes reference 23/17, Agenda Item 1, decisions on the consent agenda items were made as follows: a) The Board **APPROVED** the Letter of Support – Students' Union 2022/23 Audit (G1349) as presented to the Finance and Infrastructure Committee b) The Board **NOTED** the Honorary Degrees (G1350) c) The Board **NOTED** the Investment Update incorporating investment strategy and Charities Commission Guidance on Investments (G1351) as presented to the Finance and Infrastructure Committee d) The Board **NOTED** the Annual Statement on Human Trafficking and Modern Slavery (G1352) e) The Board **RECEIVED** the draft minutes of the Academic Board meeting held 31 October 2023 f) The Board **RECEIVED** the draft minutes of the Finance and Infrastructure Committee meeting held 22 November 2023 g) The Board **RECEIVED** the draft minutes of the Audit Committee meeting held 29 November 2023	
23/30	**14: Any other business** The Chair referred to the Chancellor Search process and a discussion was held on the considered professional expertise, experiences, networks and geographical considerations of the proposed candidate who was considered a strong candidate for the role. Following discussion, the Board **APPROVED** the appointment of Ms Sharanjit Leyl as Chancellor for a period up to five years and provided delegated authority for the Vice Chancellor and Chair of the Board to take forward arrangements for the timing of the commencement of the appointment and an Installation Ceremony. The next meeting of the Board would be held at Newton Park on 13 March 2024. The Chair extended seasonal greetings to the Board.	
23/31	**15: Meeting Evaluation** The Chair provided thanks and invited comments from Governors and executive in respect of the effectiveness of the meeting. • Reference was made to a short meeting overrun not considered substantial due to the importance of meeting discussions • It was considered that reports were well presented, financial reports were improved and that questions which may have been raised had been addressed within reporting facilitating brevity of discussion for some items. • A point was made in respect of presenters facing the Board rather than the presentation screen, to facilitate ease in hearing presentational content	
	The meeting ended at 16.40	

Katherine Lee
Governance Manager

(Signed as a record of confirmed minutes)

[Redacted: FOI Exemption Section 40: Personal data]

Jonathan Glasspool (Chair)
Date: 13 March 2024