

University of Central Lancashire

Unreserved Minutes of the Board Meeting Held on 26th November 2020 commencing at 10.30am

Present (via video-conference):

David Taylor (Chair)

Andrea Adams	Sue Ion
Fiona Armstrong	Lesley Lloyd
Graham Baldwin	Ruth Lowry
Zuleikha Chikh	Anne McCarthy
Nicky Danino	Bill McQueen
Jim Edney	Lorraine Norris
Ridwanah Gurjee	

Also in attendance (via video-conference):

Michael Ahern (Chief Information and Infrastructure Officer)
Andrew Ireland (Pro Vice Chancellor - Students and Teaching) - UB888 only
George Charles (Chief Finance Officer)
Ruth Connor (Chief Marketing Officer)
Ian Fisher (University Secretary and General Counsel and Clerk to the Board)
Ken Lee (Chief People Officer)
Lynne Livesey (Deputy Vice Chancellor)
Peter McMellon (assisting the Clerk to the Board)
Fiona Winters (Deputy Clerk to the Board)
Lisa Atty (Governance Support Officer)

UB869. Welcome and Apologies

The Chair welcomed all present to the meeting.

Apologies for absence had been received from Maria Darby-Walker and Richard Hext. The Chair undertook to introduce into discussions as appropriate comments provided by Mrs Darby-Walker and Mr Hext.

UB870. Declaration of Interests

There were no new declarations of interests.

UB871. Chair's Announcements

There were no announcements by the Chair.

UB872. Reserved and Unreserved Minutes of the University Board Meeting held on 24th September 2020

Resolved: That the Reserved and Unreserved Minutes of the University Board Meeting held on 24th September 2020 were agreed as a true record and signed by the Chair.

UB873. Matters Arising from the University Board Meeting held on 24th September 2020

There were no matters arising.

UB874. Vice-Chancellor's Report

Professor Baldwin presented his report. A copy of the report is set out in the Minute Book.

- External Factors

(i) Covid 19

Work in preparation for Covid 19 testing of students (ahead of their return home for the Christmas break) has already commenced. The testing will take place during the week commencing 30th November 2020. Despite understandable anxiety about the consequences of positive test results, around 600 students have already volunteered for testing. On campus teaching will generally continue until one week before the formal end of term.

Use of one floor in the University's Engineering Innovation Centre (EIC) for NHS staff Covid 19 testing will commence on 30th November 2020. It is anticipated that this facility will prove to be crucially effective in combatting the NHS's staff self-isolation challenges. Recent discussions with senior executives from the NHS suggest that the UCLan provision is now the most advanced of its kind in the UK. The development, and particularly the impressive speed of response to provide the facility, has been recognised and is a credit to the Chief Information and Infrastructure Officer and other UCLan staff involved in the development. UCLan students are engaged in both the above Covid 19 testing provisions and are thus gaining tremendous experience in the process.

Text redacted - Reserved Minute

(ii) Reserved Minute.

(iii) External Agencies

- UUK Fair Admissions Review - The VCG are reviewing the implications for UCLan from the recommendations in the report of the UUK review.

- UUK Publication "Tackling Racial Harassment in HE" - Following the creation of the Director of Equality, Diversity and Inclusion post, progress towards the University's objectives has picked up.

- Charter for Enhancing Portfolio Review Process (UUK Development Project) - the Vice Chancellor is a member of the Project Advisory Group. The project will demonstrate the HE sector's commitment to consistency and transparency in portfolio review processes, highlighting best practice and providing guidance. DfE and OfS

views on 'low value' courses will also be addressed. UCLan can respond with confidence, but elsewhere in the sector, there is a great deal of concern.

- Office of the Independent Adjudicator ('OIA') and awards to students due to 'misteaching' – This is not a matter which has affected UCLan, but the University will challenge proposals for changes in the OIA complaints handling process, including possibly allowing 'large group' complaints and allowing the by-passing of university internal procedures.

- Ofsted Review of Apprenticeship Provision – the short notice review (centring on Nursing provision) is expected to confirm that remedial work of recent months has been effective. Whilst the two-day review is not a formal inspection, and there will be no grading, a positive outcome is anticipated.

- Government Spending Review – Details of the new UK Prosperity Fund (to replace the EU equivalent fund) are awaited. The Government's commitment to Research and Development was noted and a new arrangement to replace EU's Erasmus programme was announced. Details on these announcements are awaited.

- **Internal Activity**

- (i) *University Corporate Strategy*

The draft Strategy document had been reviewed following the Board Briefing on 6th November 2020, and a revised document is currently providing the basis for ongoing consultation within the University.

In inviting Board members to comment on the Vice Chancellor's report and update, the Chair suggested that the Covid 19 response activities had been particularly impressive and stood the University in excellent stead, both locally and nationally. He also noted that the recent Ofsted visit had been well managed.

Dr F Armstrong commented on the reports of students succeeding in court cases (quality of teaching claims). Professor Baldwin confirmed that adjustments in teaching and learning provisions in response to the pandemic constraints had inevitably led to an increase in student complaints. The University has always responded rapidly to such complaints, but there are limits as to what can be done when the complainant has already qualified and/or left the University. The proposals for change by the Office of Independent Adjudicator (referred to above) seem unlikely to improve the position.

Finally, Professor Baldwin suggested that, in reaching the end of this particular calendar year in such relatively good shape, the tremendous team effort in the delivering of some amazing results should be recognised. Despite all the challenges and concerns which the Covid pandemic has presented, UCLan is today in a considerably better shape than might have been the case without such a concerted response.

In thanking the Vice Chancellor for his report, the Chair confirmed that the all-round impressive performance under extremely demanding circumstances has been recognised and fully appreciated by the Board.

Resolved: That the Vice-Chancellor's Update Report be received.

UB875. Reserved Minute.

UB876. Reserved Minute.

UB877. Reserved Minute.

UB878. Draft Consolidated Financial Statements and Letter of Management Representation

Mr Charles presented the draft 2019/20 Consolidated Financial Statements. A copy of the Statements is set out in the Minute Book.

Mr Charles confirmed that the draft Consolidated Financial Statements had been examined at Audit and Risk Committee, but there had been a subsequent minor change (ie., inclusion of additional information on the impact of Covid 19) in the Going Concern section.

The Board reviewed the draft Statement, noting that the University's significant cash balances would provide reassurance as regards 'going concern' judgement. The impact of the pensions-linked actuarial loss was also noted, but, in general terms and otherwise, it was agreed that the Statements were consistent with fairly good financial health at UCLan.

The contents of the draft Letter of Management Representation were noted.

The recommendation that KPMG be reappointed as external auditor for the 2020/21 accounts was approved.

Resolved: That

- (i) the Financial Statements for 2019/20 and the Letter of Management Representation be approved and be signed by the Chair on behalf of the Board; and
- (ii) KPMG be reappointed as external auditor for the 2020/21 accounts.

UB879. Annual Report of Audit and Risk Committee

Mrs Lowry presented the Annual Report on behalf of the Audit and Risk Committee. A copy of the Annual Report is set out in the Minute Book.

Mrs Lowry reminded Board Members about the assurance which the Committee's Annual Report offers when acceptance of the Consolidated Financial Statements is considered. She then briefly summarised the constituent elements of the Report, drawing attention to the Committee's reviews of the Risk Register during the year. She confirmed that the risk referred to in the discussion of staff costs (under UB877 above) was indeed included in the Risk Register.

In conclusion, Mrs Lowry advised that the Committee offered the Annual Report as confirmation that it has fulfilled its responsibilities and had complied with its Terms of Reference.

Resolved: That the Annual Report of the Audit and Risk Committee be received and the assurances therein be noted.

UB880. Annual Prevent Assurance Report - 2019-20

Mr Ahern presented the draft Prevent Assurance Report for submission to the OfS. A copy of the report is set out in the Minute Book.

Mr Ahern suggested that the contents of the report (which is submitted annually to the OfS together with the Accountability and Data Return) should provide the Board with a high degree of reassurance as to the continuing efficacy of the University's policies and processes.

The Board examined the Report and agreed that the University's systems and policies appeared to be working well.

Resolved: That the Annual Prevent Assurance Report and the Accountability and Data Return be approved for submission to the OfS.

UB881. Reserved Minute.

UB882. Corporate Governance Report

Mr Fisher presented his report proposing changes to the University's governance arrangements. A copy of the report and the five appendices covering the changes to the Committee structure and memberships are set out in the Minute Book.

Mr Fisher advised that the proposed changes had been considered at recent meetings of the Resources Committee and the Audit and Risk Committee. He confirmed that the main drivers behind the proposed changes were to bring about greater efficiency in governance processes and to bring the University's arrangements into even closer alignment with the preferences of the OfS and guidance of the CUC.

Mr Fisher then outlined the key proposals for changes to the Committee structure.

The existing Nominations Committee will be disestablished and a new Governance, Risk and Nominations Committee, together with a new Honorary Awards Committee, will pick up the remit of the old Nominations Committee, but with the following new remit for the Governance, Risk and Nominations Committee:

"To make such recommendations to the Board as considered appropriate regarding the re-appointment of Board/Committee members at the conclusion of their specified terms of office, having given due regard to their performance, ability and willingness to contribute to the Board."

With regard to the governance of risk management, the Terms of Reference for the new Governance, Risk and Nominations Committee clarify that Committee's remit and distinguish its role from that of the re-titled Audit Committee (currently the 'Audit and Risk Committee').

The revised remit for the Resources Committee will allow that Committee to deal more comprehensively with subsidiary entities, including 'spin-out' companies and joint ventures. The new remit also covers the process for approval of key documents which are linked to the Financial Regulations.

Mr Fisher explained that the proposed new Honorary Awards Committee would have the power to grant both Honorary Fellowships and Honorary Academic Awards.

Mr Fisher then drew attention to the (largely unchanged) Committees memberships proposals, and to the recommendation that Dr F Armstrong and Mrs Norris be appointed as additional members of the new Honorary Awards Committee.

Finally, Mr Fisher drew attention to the recommendation whereby authorisation would be granted to the Committee Chairs and himself to make minor amendments to the administrative provisions in the Committee Terms of Reference documents.

In response to Mr McQueen's questions about the future governance of risk management arrangements, Mr Fisher reminded the Board about the past considerations which had contributed to the development of current practices. He stressed that responsibility for oversight of risk management must remain with the Board itself, but explained how the proposed new arrangements would enable the Board to obtain the necessary assurances and information. As in the past, the Audit Committee will be able to direct Internal Audit to areas of risk which would benefit from review.

Mrs Lloyd reminded the Board that care was needed so as to ensure that there was no loss of valuable governance input (into risk management oversight) as a consequence of the proposed changes. Mr Fisher felt confident that, under the proposed new arrangements, there was much less likelihood of any such loss and that the new approach would be more comprehensive, streamlined and in keeping with what external regulators would expect to see.

Mrs Norris reminded the Board that, as vital as the governance arrangements under consideration was University Management's reliability in providing good quality data and reports on risks. She felt that this had improved considerably in recent times. Professor Baldwin outlined the internal arrangements for the systematic review by the VCG and for the maintenance of the actual Corporate Risk register document.

The Chair suggested that, in terms of efficient time management at meetings of the Board, the proposed changes to the Committee structure should ensure that there was no return to the inordinately time-consuming arrangements of the past.

Resolved: That:

- (i) the disestablishment of the Nominations Committee and the creation of a new Governance, Risk and Nominations Committee (with the Terms of Reference set out in Appendix 1) be approved;
- (ii) the creation of a new Honorary Awards Committee with full delegated authority to grant both academic and non-academic awards on behalf of the University (with Terms of Reference set out at Appendix 2) be approved;
- (iii) the revised Terms of Reference of the Resources Committee (set out at Appendix 3) be approved;
- (iv) the Audit and Risk Committee be renamed the Audit Committee and the revised Terms of Reference of the Audit Committee (set out at Appendix 4) be approved;
- (v) the revised Committee memberships set out at Appendix 5, with the addition of the appointment of Dr F Armstrong and Mrs L Norris to the Honorary Awards Committee, be approved, and

- (vi) the Committee Chairs and the University Secretary be authorised to make minor changes to the administrative provisions in the Terms of Reference of the respective Committee in order to ensure, as far as practicable, consistency of these provisions.

UB883. Annual Report of Remuneration Committee

Mr Lee presented the Annual Report. A copy of the report is set out in the Minute Book.

Mr Lee confirmed that 2019/20 had again been a very busy year which had included the establishment of a new senior structure under the in-coming Vice Chancellor. In the course of the year, the CUC's Guidance on Senior Pay had also been successfully embedded into the Committee's processes.

Resolved: That the Annual Report of the Remuneration Committee be received.

UB884. Committee Chair's Update

Remuneration Committee

Mrs Adams (Chair of Remuneration Committee) reported on the matters covered by the Remuneration Committee at the meeting on 16th November 2020.

In addition to consideration of the Committee's Annual Report, it had also been decided that, in line with the UCEA recommendation for zero pay award for other staff in the sector, a zero pay award for 2020/21 for UCLan's senior staff should also be applied.

The Committee had performed an annual performance review of the Vice Chancellor, and the setting of objectives for Professor Baldwin. In this context, the Committee had been pleased to acknowledge an excellent first year in post for the Vice Chancellor.

Resources Committee

Mr Edney (Chair of Resources Committee) reported on the matters covered by the Resources Committee at the meeting on 9th November 2020, many of which had been covered under UB875, UB876, UB877 and UB878 above. In addition, the Committee had approved an updated and much improved version of the University's Financial Regulations and now looked forward to consideration of the key Operation Guidance documents which would underpin the new top-level document.

A report on 'People Issues' by Mr Lee had been useful and Mr Lee's update on pensions matters had been noted.

Audit and Risk Committee

Mrs Lowry (Chair of Audit and Risk Committee) reported on the matters covered by the Audit and Risk Committee at the lengthy meeting on 10th November 2020. She confirmed that, as already reported (UB878 above), time had been spent in reviewing the Financial Statements and Accounts. Progress on the delivery of the 2020/21 programme of Internal Audit activities had been reviewed and the final report from the recent 'Culture' review is keenly awaited.

Resolved: That the Chairs' Updates be noted.

UB885. Academic Board - Meeting on 11th November 2020 - Update

Mrs Lloyd had attended the latest meeting of the Academic Board as representative of the University Board. She reported that a very lengthy agenda had been processed proficiently and that this had included coverage of matters which Dr S Ion and she had previously raised. She also reported that the concerns around recruitment to Engineering courses (UB 875 above) had been discussed.

Resolved: That the report on the Academic Board meeting on 11th November 2020 be noted.

UB886. Antisemitism - Formal Adoption of Definition

The Vice Chancellor presented the report on the Secretary of State for Education's letter requesting views on International Holocaust Remembrance Alliance (IHRA) definition of antisemitism. A copy of the report is set out in the Minute Book.

Professor Baldwin confirmed that this matter had been discussed extensively by the VCG.

He confirmed that the Secretary of State has no legal power to direct universities to adopt the IHRA definition. However, the Secretary of State's letter does suggest that, should his letter not produce the desired response, he will ask the Office for Students to examine regulatory options.

Accordingly, and notwithstanding that there is no history of antisemitism at UCLan, given the strong views of the Government, the VCG had agreed to recommend that the Board should agree to formal adoption of the IHRA definition with the caveats added by the Home Office Select Committee.

Professor Baldwin confirmed that formal adoption of the antisemitism definition will not in any way impact on the University's ongoing position of zero tolerance of any form of racism.

Resolved: That the International Holocaust Remembrance Association definition of antisemitism in full, with the caveats recommended by the Home Office Select Committee as set out in Appendix 2, be adopted.

UB887. Masterplan Delivery Update

Mr Ahern presented the Masterplan Delivery Update report dated 13 November 2020. A copy of the report is set out in the Minute Book.

Mr Ahern commented on each of the main developments, confirming that progress continued to the planned timelines and within budget. He described the processes entailed in the preparation of the Student Centre frontage (glass and granite work) and he confirmed that there had been an unexpected challenge when ancient human remains were uncovered during work on/around an old cemetery within the Masterplan site.

Mr Ahern also confirmed that a major exercise had allowed occupation of one floor of the EIC by the NHS (as previously reported under UB874(i) above), all conversion work being completed within 19 days.

Resolved : That the Masterplan Update Report be noted.

UB888. Student Wellbeing and Suicide Prevention

Professor Baldwin reminded the Board about references in his Update reports, often in the context of the Covid 19 pandemic and lockdown conditions, to student wellbeing issues and to student suicides.

Professor A Ireland presented his report on the University's approach to supporting student mental health and wellbeing. A copy of the report is set out in the Minute Book.

Professor Ireland confirmed that there had been an undoubted upsurge in student need for wellbeing services, often related to the pandemic and to the increased sense of loneliness which has been a consequence of imposed conditions.

Professor Ireland commented on the two papers presented to the VCG in recent weeks on (i) development of the University's approach to suicide prevention and (ii) a Counselling, Mental Health and Wellbeing update and resource proposal. He confirmed that the recommendations accompanying each paper had been reviewed and endorsed by the VCG and that implementation had commenced.

Professor Ireland commented on each section of the papers, elaborating on the student referral system and the triaging processes operated. He drew attention to the recently developed terms of reference for the Suicide Prevention and Review group.

In drawing attention to the tables in the report on reported fatalities (including suicides), all indications were that the pandemic had exacerbated the likelihood of such terrible occurrences. While it may be unrealistic to expect to eradicate all such occurrences, there needs to be a robust set of processes and support systems, including arrangements which cater for early intervention, all of which are known to and accessible by students

The Chair confirmed that the issue of student wellbeing had been discussed at Board meetings on several occasions in the recent past. He welcomed Professor Ireland's updating report and the evidence of the development of adequate and sensitive arrangements for ensuring the wellbeing of all students and for identifying and protecting vulnerable students.

Mrs Adams noted that the need to provide support for the colleagues of students directly affected was recognised. She undertook to liaise with Professor Ireland on access to the specialist services provided by the British Association of Counselling and Psychotherapy.

Dr Ion had noted how the University responds to self-referrals, but she asked whether there were effective arrangements for referral by others (eg., friends of students). Professor Ireland confirmed that the University's processes did allow and, in fact, encouraged referral by persons other than the affected student. He outlined the 'triple lock assessment' process planned for September 2021 and based on a "How to look out for each other" approach to life at the University. The aim is for all users of the University to embrace the 'looking out for others' approach.

Mr Edney reminded the Board that, at recent Strategy Days, student wellbeing had been a key topic. He had noted the report's references to voluntary support network work elsewhere in the sector. Professor Ireland advised that, at UCLan, there had already been a positive impact via increases in early interventions. The University expects to continue to develop such lines of approach.

Mrs Lloyd advised that, in many cases, there would be no obvious indicators of impending suicide. Thus, systematic analysis of available data (eg on attendance rates) could sometimes provide pointers to cases of concern. Professor Ireland advised on the “Stream” system (predictive learner analytics) which, although hampered by the pandemic disruptions, is currently being rolled out at UCLan. He gave examples of how the system would be used. The Chair advised that the University of Northumbria was involved in the development of apps which serve to identify potentially vulnerable students.

Dr Armstrong suggested that data comparisons with other institutions might assist in the identification of particularly vulnerable groups. Professor Ireland agreed that more intelligence of that nature would be very useful, and that efforts to develop data sharing (including via sector Student Services networks) are ongoing. He confirmed that it is already recognised that suicide is more prevalent among males and that male students are thus considered to be a higher risk.

Ms Chikh confirmed that the Students Union was fully involved in the measures to ensure maximum wellbeing of students. She advised that care was required where the transporting of systems from elsewhere (eg the Bristol University approach) was contemplated, given that there are often entirely different characteristics between the student bases of individual universities. She drew attention to current arrangements at UCLan for obtaining (and maintaining records of) student consent. Professor Ireland outlined the current approach and arrangements for keeping records up-to-date. He emphasised that an effective consent arrangement is a key tool in ensuring the wellbeing of users of the University.

The Chair thanked Professor Ireland and the VCG for the work on student wellbeing and suicide prevention. He recognised that there was much work still to be done, and that the current conditions made communications with students that much less straightforward, but he confirmed on behalf of the Board that the wellbeing of students must continue to be an overriding consideration.

Resolved: That

- (i) the strategy and associated actions to ensure student wellbeing and to prevent suicides be endorsed, and
- (ii) future updating reports be presented to the Board on a regular basis.

(Professor Ireland left the meeting at this point)

UB889. Any Other Business

(i) Student Support during Christmas Break

Mindful of the discussion under UB888 above, and the fact that many students will not be able to go home for the impending break, the Chair asked University Management to advise on arrangements planned for the break.

Mr Ahern outlined the plans for looking after student during what will be a longer than usual break period. Together with the Students Union, every effort will be made to minimise isolation. The planned arrangements include a festive meal on Christmas Eve.

It was agreed that, particularly under the current conditions, all such arrangements are welcomed and appreciated.

UB890. Date and Time of Next Meeting

The next Board meeting will be on Thursday, 4th February 2021 at 10.00am via Microsoft Teams.

The Chair confirmed that it was almost certain that the next meeting will have to be on a 'virtual' basis. However, prospects of reverting to traditional on campus meetings seem considerably more realistic for later in the academic year.

I M Fisher
Clerk to the Board