

Minutes of the Meeting of the Board of Governors held on 3 July 2017

The Chair thanked the University for organising the Summer Gardening. The Board also welcomed Euan Morrison to his first meeting as a Board member.

1. APOLOGIES AND WELCOMES

1.1 For a record of the attendance and apologies, please see attached list.

2. DECLARATIONS OF INTEREST

2.1 There were no declarations of interest.

3. MINUTES AND MATTERS ARISING

3.1

It was noted that competition remains fierce, with more Universities choosing to make unconditional offers to improve applicant acceptances. The University of Worcester has chosen not to take this approach, bu

system), working with the University to enhance the Careers Fair and organising inclusive focused events to promote a sense of belonging for students. The Vice President Student Activities will be promoting more widely the benefits and range of opportunities for participation in sports, societies and volunteering. The aim is to promote higher levels of participation and attendance.

- 6.4 The Board welcomed the report and commended the officers for their plans. It was agreed that the Board would benefit from a presentation on the Strategic Planning work undertaken by the Students' Union at its Strategy Away Day in October 2017. The Clerk and Chair agreed to work with the officers to organise a workshop session.

Action: Chair and Clerk to the Board

7. UNIVERSITY BUDGET FOR 2017/18 AND THE HEFCE FINANCIAL FORECASTS

- 7.1 The Board received for formal approval the University Budget for 2017/18 and the Financial Forecasts for submission to HEFCE.

7.2

- 7.3 The HEFCE financial forecasts cover the period: 2016/17 to 2019/20. They forecast income rising over the period from £100.5M in 2017/18, to £106.3M in 2018/19 and £115.5M in 2019/20, with forecast operating surpluses of £1.6M, £4.9M and £7.3M.

- x Increase the number of reports to Audit Committee and the Board from monthly to three times per annum.
- x Inclusion of information on information security risk management arrangements
- x Simplification the language used in the Policy
- x Amendments to the format and content of Risk Management Reporting to provide higher level summary pages at the beginning and concise descriptions in the Register.
- x Inclusion of details of the innovations approved by the Board in May 2016 in the Policy.

8.3.3 It was noted that there had been considerably discussion at Audit Committee, particularly in relation to risk appetite. A range of views had been expressed. Some members had felt that the University should only be prepared to take risks in areas that are not core to business, whilst other members believed that institutional resources and risk mitigation work should be focused on areas central to the delivery of the University's strategy. Based on the discussion, parts of the risk appetite section of the policy were refined to affirm that risk taking would be in measured way directly related to the University's strategic objectives. Members of Audit Committee advised the Board that the version presented reflects the changes that had been discussed by the Committee.

8.3.4 The Board reviewed the descriptors for Risk Appetite thresholds:

- x willing to take calculated risks from prepared ground, to innovate, pioneer and maximise opportunities related to the delivery of the University's strategy
- x open to taking some risks
- x cautious and in some cases avoiding risk so that effort can be focused in other risk areas.

8.3.5 The Board then reviewed the proposed thresholds for the Risk Areas identified in the proposed Policy and agreed that this represented an appropriate balance; with an appetite for more risk taking in relation to learning and teaching, student experience and inclusive practice, being balanced by prudence in relation to financial health.

| Key Risk Area | Risk Appetite Threshold |
|--|-------------------------|
| Learning and Teaching | Moderate/Prepared |
| Student Experience | Moderate/Prepared |
| Inclusive practice | Moderate/ Prepared |
| Financial investments in targeted long term strategic developments (with approved business plans). | Moderate |
| Community engagement and outreach | Moderate |
| Research and Enterprise | Prudent/Moderate |
| Development and Commercial Activity | |

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8.3.7 The Board resolved to approve the new Risk Management Policy and agreed that its implementation date should be when the new Strategic Plan and University Risk Register is approved formally.

8.4 Bye-Law 6: Vice Chair

8.4.1 The Board received and approved the new Bye-Law concerning Vice Chairs.

8.5 Appointment of new staff members

8.5.1 The Board received and approved a paper concerning the appointment of two new academic staff members for a period of four years. The appointment process had been conducted in accordance with Bye-Law 7 that the Board had approved in February 2017. Five members of academic staff were nominated and members of the Academic Board voted for the appointment of Robert Dudley (Institute of Health and Society) and the re-appointment of Dr Des McDougall (Institute of Science and the Environment). The Chair noted that owing to historical practices, the terms of office of both academic staff governors had ended at the same time. The reappointment of Dr McDougall means that there will be continuity and experience of working on the Board amongst the staff governors, however two entirely new members could have been appointed. He proposed, therefore, that the terms of office should be staggered. The Board agreed and asked the Chair and the Clerk to discuss this with the two academic staff colleagues. *Dr McDougall has kindly agreed to serve for t*

9.2.1 The Board received a report on the use of the University Seal and the execution of major contracts signed during semester 2, covering the period 1st February 2017 to 21st June 2017.

10. BUSINESS OF THE COMMITTEES

10.1 Audit Committee

10.1.1 The Board received a verbal report of the meeting held on 1st June 2017. The Audit Committee received the action plan relating to the Management Reporting Audit discussed at its meeting in April 2017 and reported to the Board in May 2017. In addition, the Committee received an audit report concerning the University's preparation of the TEU submission. This audit was awarded the highest rating of: full assurance (e). The Committee also received the annual report EcoCampus/ISO14001 and agreed methodology and KPIs that will be used to review the quality of Internal Audit. The principal focus of discussion was the new Risk Management Policy discussed earlier in the Agenda.

10.2 Finance and Development Committee

10.2.1 The Board received the minutes of the meeting of the Finance and Development Committee on 12th June 2017. Discussion had focused on topics all covered elsewhere on the meeting of the Board: the accounting treatment of the RIBA stage 3 costs, EEF and the University Budget and HEFCE Financial Forecasts. The Committee was pleased to be advised that the University has now been included in the Register of Apprenticeship Providers.

10.3 HR Committee

10.3.1 The Board received the minutes of the HR Committee meeting held on 1st May 2017.

10.3.2

10.4 Remunerations Committee (Senior Staff)

10.4.1 The Board received for formal approval a proposal presented by the Remunerations Committee (Senior Staff) and discussed with the membership of the Remunerations Committee (Board Appointees). The proposal was to retire the two current remunerations committees that had been created in October 2015 and to create a single Remunerations Committee whose purpose is to review the remuneration of the Vice Chancellor and Chief Executive, The Deputy Vice Chancellor and the Clerk to the Board.

10.4.2 The Committee would hold two meetings per annum. At the meeting, the Committee would discuss the remuneration for the Clerk to the Board of Governors and the Deputy Vice Chancellor. The Vice Chancellor would be in attendance and would contribute to the discussion and decisions relating to remuneration for two roles. A separate meeting would be held each year to discuss the remuneration of the Vice Chancellor. Vice Chancellor would not be in attendance at this meeting. The HR Director will provide secretarial support and professional advice for the Remunerations Committee.

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Secretary:Dr Simone Clarke

Adele Cope
Odette Fielding
Euan Morrison
Secretary:Dr Simone Clarke

Remunerations Committee

John Bateman (Chair)

Diana Gant (Chair of HR Committee)

David Iddon (Chair of the Audit Committee)ai69.32 0.48 0.48 reP8.36 0.4(m)-36 0.40.Tteeai69.0.004 Tw -5.9

BOARD OF GOVERNORS ATTENDANCE July 2017

Key

A = Absent with apologies.

INDEPENDENT MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

John Bateman OBE (in the chair) Chair of the Board of Governors

Carl Arntzen

Michelle Chamberlain ViceChair

Douglas Dale ViceChair

Charmian Di Nunzio

Diana Gant

Anna Hooper

David Iddon

A Zadvinder Padda

A Reverend Dr Alvyn Pettersen

Ian Smith

Sarah Speck

Julie Swan

COOPTED MEMBERS APPOINTED BY THE BOARD OF GOVERNORS

A Professor Gloria Agemang Nominated by the Board of Governors

John Yellad OBE Nominated by the Board of Governors

Odette Fielding Nominated by non-academic staff

VICE CHANCELLOR AND CHIEF EXECUTIVE

Professor David Green Vice Chancellor and Chief Executive

MEMBERS OF UNIVERSITY STAFF NOMINATED BY THE ACADEMIC BOARD

A Dr Derek McDougall

Dr Richard Woolley

STUDENT MEMBERS NOMINATED BY THE STUDENTS' UNION

James Gunther Vice President

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