

**MEETING OF THE BOARD OF TRUSTEES  
7<sup>TH</sup> JULY 2022**

**REDACTED MINUTES FOR PUBLICATION**

A meeting of the Board of Trustees was held at Taylor Wessing, 5 New Street Square, London, EC4A 5TW and remotely via Zoom videoconferencing from 10.00am-14.00pm on Thursday 7<sup>th</sup> July 2022.

Present:	Mr Muhammad Ahmed (MA)	(Student Trustee and Lead Student Rep)	
	Ms J Brainch (JB)	(Honorary Treasurer)	
	Ms A Clack (AC)	(Chair)	
	Mrs H Edwards (HE)	(Staff Trustee)	
	Dr S Jackson (SJ)	(Vice Chair)	
	Mrs H Kaur (HK)	(Staff Trustee Designate)	
	Mr A Martin (AM)		
	Prof K Miller (KM)		
	Mr D O'Rourke (DOR)		
	Mr J Orrell (JO)	(Student Trustee Designate)	
	Mr G Ralphs (GR)	(Trustee Designate)	
	Mr C Turley (CT)		
	Mr A Wheaton (AW)	(Principal)	
In attendance:	Ms H Al-Katib (HAK)	(Director of Strategy and Planning) – for item 2.2 only	
	Mr S Bartle (SB)	(Executive Director Business Development & Apprenticeships) – for items 4 only	
	Mrs L Downey (LD)	(VP Digital Education & Professional Services) – for items 1-4 only	
	Mrs J E Fawkes (JEF)	(University College Secretary)	
	Mrs W Finlay (WF)	(VP Learning & Teaching) – for items 1-4 only	
	Mrs L Hughes (LH)	(Clerk to the Board)	
	Ms L B McMillan (LBM)	Board Apprentice	
	Mr T Mills (TM)	(Executive Director Finance) – for items 1-4 only	
	Ms R Powley (RP)	Board Apprentice	
	Mr A Williams (AWi)	(Executive Director Innovation & Partnerships) – for items 1-4 only	
	Mr A Youell (AY)	(Executive Director Regulation) – for items 1-4 only	
	Apologies:	Mr Grant Alexander (GA)	(Student Trustee)
		Prof N Braisby (NB)	
Mr C Costigan (CC)			
Ms M von Tunzelman (MvT)			

## 1) GENERAL BOARD GOVERNANCE

### **11839**      **1.1) DECLARATION OF ANY CONFLICTS OF INTEREST**

11840      The Board **NOTED** that there is a conflict of interest for Gareth Ralphs on Shinfield Grange given his role with the Thames Valley Chamber of Commerce. The Board **AGREED** that Gareth would not participate in any Board or Finance Committee discussions on this matter. There were no other conflicts of interest reported.

### **11841**      **1.2) APOLOGIES FOR ABSENCE**

11841      There were apologies for absence from Grant Alexander, Nick Braisby, Chris Costigan and Misa von Tunzelman.

### **11842**      **1.3) APPROVAL OF THE MINUTES OF THE MEETING HELD 31<sup>ST</sup> MARCH 2022**

11843      The minutes and the proposed redactions of the Board of Trustees meeting held on 31<sup>st</sup> March 2022 (as provided at paper 1.3) were **APPROVED** as a true record and signed by the Chair. They will be published on the UCEM Governance webpage.

### **11844**      **1.4) CHAIR'S ACTION – BUILDING PEOPLE FUNDING**

11845      As agreed on email by Chair's Action on 24<sup>th</sup> June 2022, the Board approved the early payment of £50K for the 2022-23 financial year to Building People from UCEM on 1<sup>st</sup> July 2022 (one month earlier than originally committed to).

### **11846**      **1.5) MATTERS ARISING AND ACTIONS SUMMARY**

11847      The summary showing the outcomes of actions from the meeting held 31<sup>st</sup> March 2022 (paper 1.5) was taken as read with updates on listed actions duly **NOTED** (all actions were closed or due for discussion within the meeting excepting one ongoing action relating to Equality, Diversity and Inclusion work).

### **11848**      **1.6) TRUSTEE RECRUITMENT UPDATE AND APPOINTMENTS**

11849      Harps Kaur, Joe Orrell and Gareth Ralphs left the meeting for this item.

11850      The Board was provided with an update (paper 1.6) on the various strands of recruitment underway for roles on the Board of Trustees, including new Independent Trustees, an Honorary Treasurer (to replace Jat Brainch when her term ends in March 2023), a new Staff Trustee, and a new Student Trustee (to replace Muhammad Ahmed).

11851      The Board **APPROVED** the appointment of Gareth Ralphs as Independent Trustee for an initial three-year term of office from 7<sup>th</sup> July 2022.

11852      **REDACTED**

**ACTION:**      **REDACTED**

- 11853 The Board **APPROVED** the appointment of Harps Kaur as Staff Trustee for an initial three-year term of office from 7<sup>th</sup> July 2022.
- 11854 The Board **APPROVED** the appointment of Joe Orrell as Student Trustee for an initial one-year term of office from 7<sup>th</sup> July 2022 (renewable once in 2023).
- 11855 The Board **NOTED** that the latest round of recruitment for an Independent Trustee with higher education expertise has just closed and interviews will take place on 2<sup>nd</sup> August 2022.
- 11856 The Chair welcomed Harps Kaur, Joe Orrell and Gareth Ralphs back into the meeting, congratulated them on their appointments as Trustees and invited them to briefly introduce themselves to the Board.

**11857**                    **1.7) BOARD OF TRUSTEES TERMS OF REFERENCE**

- 11858 Membership updates to the Board of Trustees Terms of Reference V13.01 were proposed in paper 1.7 taking into account the proposed and confirmed appointments made in item 1.6.
- 11859 The Board **APPROVED** the Board of Trustees Terms of Reference V13.01 for finalisation and publication as the new V14.0.

**ACTION:                    Finalise the Board of Trustees Terms of Reference V13.01 and publish as new V14.0. [LH]**

**11860**                    **1.8) TRUSTEE APPRAISALS 2022**

- 11861 The Board was advised that annual Trustee Appraisals will take place through summer 2022 and the process for this was presented in paper 1.8.
- 11862 The Board **NOTED** that the Trustee Appraisals process will run through summer 2022 as per previous years and will be fully facilitated by the Clerk to the Board of Trustees. The Board **NOTED** that the Executive will provide feedback and opportunities for Trustee involvement with UCEM. The Board **NOTED** that the Chair and Vice Chair will share the workload for the process and appraise half the Trustees each.

## **2) STRATEGIC DISCUSSIONS**

**11863**                    **2.1) INDEFINITE DEGREE AWARDING POWERS AND UNIVERSITY TITLE**

- 11864 David Hancock and Eliza Preston of Rhyme and Reason joined the meeting for item 2.1.
- 11865 JEF updated the Board on the progress with securing indefinite Degree Awarding Powers. UCEM expects final confirmation of being awarded the powers from the OfS in August 2022, though this may now be subject to further delay given the changes in ministerial posts in the Government taking place this week.

- 11866 The Board **NOTED** the position with UCEM's application for indefinite degree awarding powers.
- 11867 REDACTED
- 11868 REDACTED
- 11869 REDACTED
- 11870 REDACTED
- 11871 REDACTED
- 11872 REDACTED
- 11873 REDACTED
- 11874 The Chair thanked DH and EP for their contributions and invited them to leave the meeting.

**11875** **2.2) UCEM SUSTAINABILITY PROGRAMME – GLOBE UPDATE**

- 11876 Hannah Al-Katib joined the meeting for item 2.2.
- 11877 Ashley Wheaton and Hannah Al-Katib presented paper 2.2 to the Board which provided a full update on progress with the GLOBE programme since the last Board of Trustees meeting in March 2022. The update covered each strand of work within the programme.
- 11878 **Leadership and Governance** – UCEM is launching the revision to its core purpose to staff next week at the Kick-Off event and will publish UCEM's Sustainability Strategy (external facing document setting out the vision for sustainability up to 2030) by October 2022. UCEM has undertaken initial scoping on staff training and development for stage one and will roll out an induction module for GLOBE to be completed by all staff and will ask all staff to undertake UCEM's Energy and Carbon CPD module over the next year to increase institutional sustainability literacy and bring about a genuine change in culture, values and behaviour. Enhanced professional development will be provided to the Senior Leadership Team through undertaking the CISL Sustainability Essentials for Business short course by December 2022.
- 11879 **What we teach/the way we teach** – UCEM has scoped the new degree programme for launch in autumn 2023 which will be an MSc in Sustainable Built Environment - a broad and innovative programme with brand new modules delivered in an agile and responsive way. The aim is to validate the programme in February 2023 and market it prior to that 'subject to validation'. The key challenge will be securing a viable cohort for autumn 2023 given the short marketing period and the untested market. Testing of programme content and design with key employers, students and alumni will take place through autumn. In addition, UCEM has progressed work to upgrade UCEM's CPD platform to support a greater volume of GLOBE CPD. Work is also underway to build UCEM's external reputation as a global leader in

sustainability, for example, through enhanced web pages on the academic staff team profile.

11880 **How we operate** – This element of the GLOBE programme formally launched internally last week, and the outputs are scheduled to commence later in stage one. UCEM intends to use this strand of work to lead by example.

11881 **Who we influence** – REDACTED UCEM undertook its Responsible Futures Reaccreditation in June 2022. Communications activities have increased internally and externally, as well as community outreach and public engagement. UCEM is seeking to establish an Industry Advisory Group (comprising major employers and sector bodies) to help steer some of the decision making required through the programme.

11882 A detailed budget has now been prepared for stage one of GLOBE following Board approval of investment at the last meeting.

11883 The Board queried whether UCEM has appropriate expertise inhouse to deliver the programme and if not whether the skills are available in the market. UCEM has some expertise in the academic team already and has undertaken a mapping exercise that will allow it to be strategic in the future appointments it makes, hiring blended professionals.

11884 The Board accepted the current pace of the project but would like more detail on how the new offering will look, feel and be taught differently at the next meeting. The Board anticipates the first cohort could be bigger than UCEM currently forecasts given the demand across the sector and the establishment of the Industry Advisory Group will be part of raising demand, providing what the employers want and meeting a genuine need across the sector.

11885 REDACTED

11886 REDACTED

11887 The Board **NOTED** the GLOBE programme update and the very clear plans UCEM has which it is working hard to develop further and deliver.

11889 The chair thanked HAK for her contribution and invited her to leave the meeting.

### **11890 2.3) INFLUENCING STRATEGY UPDATE: INSPIRE EVENTS**

11891 Aled Williams provided an update on the UCEM influencing strategy and introduced the INSPIRE concept of a thought leadership events programme to the Board (see paper 2.3). AWi explained that the first events are suggested to be on Apprenticeships, EDI and built environment sustainability/net zero through the 2022-23 academic year. The outputs of the events would be publications and research, calls to action and digital content, all with the ability to inform and change policy and practice and increase UCEM's profile and presence. UCEM will recruit a Public Affairs Manager in autumn 2022 to deliver the programme (this is budgeted in the year).

- 11892 The Board commented on the theme of resourcing, given all the UCEM initiatives underway currently, and the bandwidth of the institution to deliver on so many projects. AWi commented that much of the activity proposed is already underway through his role and the aim is to shift this from being a member of other people's initiatives to UCEM being the leader. The activities are resourced through the budget proposed for 2022-23 and influence, as 50% of UCEM's strategy, needs to be better enabled – this programme provides a way to deliver this.
- 11893 The Board **ENDORSED** the stated ambition levels, outputs and outcomes of the programme as appropriate for UCEM during 2022-23.
- 11894** **2.4) INCREASING THE BREADTH OF UCEM PROGRAMMES**
- 11895 Stephen Bartle provided an update to the Board on work to increase the breadth of UCEM programmes through a long-term development plan up to 2030, running in parallel with the GLOBE programme (paper 2.4). The proposals are broken down into three phases with urban planning proposed for phase 2 and civil engineering for phase 3. The phased approach addresses challenges in diversifying the UCEM product range and the risk of expanding the portfolio in too many directions at one time. It will also allow UCEM to build up academic resource and relationships with key professional bodies to underpin the credibility and sustainability of the offer. The proposal equates to roughly one new programme launch every year so remains ambitious. The paper also provides a risk and reward matrix based on potential student numbers, fee income and likely investment UCEM would need to make.
- 11896 More detail on potential investment required will return to the Board in due course (recognising that it cannot be funded through business as usual). UCEM recognises that the costs of module development are high currently and it is looking to bring this down as part of improving financial sustainability.
- 11897 UCEM is responding to demand with the proposals as well as the need to develop breadth as part of UCEM's ambition. However, it is clear a lot more work to assess whether there is a genuine market opportunity for civil engineering and how UCEM would deliver this programme is required (online or physical labs), as well as consideration of the cost/benefits to developing this programme. UCEM will spend the time up to phase three in exploring some of the challenges and how the risks would be mitigated.
- 11898 The Board **ENDORSED** the approach being taken to increasing the breadth of UCEM's programme offering and the pace for development of new subjects which will allow the necessary time to fully and properly assess the business case for each proposal.

### 3) STUDENT AND STAFF FEEDBACK

**11899** **3.1) UCEM STUDENT EXPERIENCE**

- 11900 The Student Trustees provided the Student Experience update (see paper 3.1) focussed on apprenticeships at UCEM and how UCEM can further support apprentices in their studies and professional development.

- 11901 UCEM Apprentices are broadly positive about their experiences with UCEM, and the flexibility provided. The key area of feedback from Apprentices is their struggle to make sufficient time for the 20% off-the-job training required every week and that UCEM could support by giving employers, particularly line managers, a better understanding of the apprenticeship expectations and study obligations in this regard, potentially through webinars ahead of the semester start. Students also fed back that they would like more opportunities to network face to face.
- 11902 The UCEM Executive welcomed this feedback given the importance of a positive apprenticeship experience to UCEM's NSS results.
- 11903 The Board **NOTED** the Student Trustees update report / feedback and thanked MA and JO for their contributions.
- 11904** **3.2) UCEM STAFF EXPERIENCE**
- 11905 Helen Edwards, Staff Trustee, provided the Staff Experience update, focused on feedback on the current business year, UCEM plans for next year and the outcomes of staff discussion on workload and resources (paper 3.2).
- 11906 The report provided a long list of staff highlights from the last year and demonstrates how much has been achieved and the sense of pride in this that staff have. Staff are also focussed on the opportunities of the year ahead, including Indefinite Degree Awarding Powers, University Title, Access and Participation plan delivery, the development of the student community team, furthering work on EDI, and the expansion of the programme portfolio through the GLOBE project. Staff are also conscious of the challenges ahead too, including the ambitiousness of the GLOBE project, delivery of Data Futures and the changing external landscape, in particular at the OfS.
- 11907 HE also updated the Board on a recent staff roundtable discussion relative to workload and resourcing at UCEM. Nineteen members of staff attended the discussion and considered what a balance workload would look like and what tips the balance to make workload unmanageable. The three main root causes to workload pressures were planning, systems and staff involvement in decision-making. Potential solutions for resolving issues were suggested as better planning, ironing out semester structure pressure points, investment in systems, closing feedback loops between managers and staff, upskilling staff, knowledge sharing and removal/streamlining of manual or repetitive processes.
- 11908 The Board expressed some concerns about the issues highlighted by staff and felt it was a timely reminder of the pressures on staff with regards to delivery of the strategic direction set by the Board, institutional priorities, ambition and timescales for delivery, especially set in the context of staff recruitment and retention challenges (a wider issue than at UCEM alone). The Board recognised it cannot rely on goodwill and must recognise the challenges the institution faces to deliver new initiatives alongside business as usual.
- 11909 The ongoing emphasis through Finance Committee to strive for a positive annual financial outcome is perpetually balanced against the rising costs of running the business, the regulatory pressures UCEM faces, the ambition the institution has and the staffing and retention challenges. Sustainable growth of the institution and the

potential windfall from disposal of Shinfield Grange will help UCEM to find a better balance in the future and to invest in the areas of the business that will make a genuine difference. The Board was reminded that higher education institutions can not unilaterally raise their fees to cover increasing costs like other sectors can.

- 11910 Staff sense of being excluded from decision-making is more of a communications issue for line managers and work to better enable line managers continues. In addition, there is a lot of effort underway on systems and processes to make enhancements to the benefit of all staff. The Board recognised the issues raised were predominantly of an operational nature and that discussions will continue internally as part of addressing the Employee Engagement Survey results and the concerns raised. The Board retains an overarching interest though and will therefore have a discussion in Finance Committee regarding long term financial sustainability in autumn 2022 and a discussion on institutional risk around recruitment and retention of staff at Audit Committee, all in the context of the myriad of priorities the Executive is asked to deliver on annually and the external impacts outside of UCEM's control. The Board recognised that securing financial sustainability will require sustainable investment and that the drive for a balanced budget every year will not deliver this.
- 11911 The Board **NOTED** the Staff Trustee update report and thanked HE for her contribution.

#### **4) MONITORING AND OVERSIGHT OF M7 TARGETS FOR 2021-22**

##### **11912 4.1) PRINCIPAL'S OVERVIEW OF PERFORMANCE AGAINST TARGETS 2021-22**

- 11913 The UCEM progress update was provided by Ashley Wheaton (paper 4.1). The coloured RAG ratings in the report reflect the status of the objective at this final meeting of the 2021-22 financial year, providing the latest perspective on performance against the top level M7 goals for the year.
- 11914 AW thanked the Executive team who have led the institution on his behalf during his leave of absence. He reported that there can be a real sense of achievement across the year in many of the M7 areas. Through cost savings and over-achievement on income UCEM's predicted financial outturn is a small surplus. UCEM achieved Ofsted Good this year and is maintaining student success and satisfaction rates. New student recruitment targets were exceeded.
- 11915 AW reported that increasing student success rates does, however, remain UCEM's challenge. AW believes the only solutions to this are to increase the numbers who succeed and therefore continue to pay UCEM or to charge those who fail (i.e. a pay up front model of education that is less flexible).
- 11916 The National Student Satisfaction (NSS) results were published on 6<sup>th</sup> July 2022 and UCEM scored 74.88% overall satisfaction. This is broadly on benchmark and on a par with the sector however remains well below UCEM's own targets. It is clear from the results that apprenticeship satisfaction is significantly lower than non-apprenticeship satisfaction, despite their success rates being higher. With the increasing proportion of the UCEM student base being Apprentices, this poses potential challenges for the future and will be a focus of activity in the coming year. Only 214 students participated in UCEM's NSS result and one third of these were Apprentices. Non-apprentices scored 82.19% overall satisfaction (very close to



UCEM target) vs 71.07% for apprentices (though this itself is still an improvement from last year by 2%). The Board **NOTED** that the Academic Review Committee will have the opportunity to scrutinise the detailed results at their meeting on 19<sup>th</sup> July 2022 on behalf of the Board.

11917 DOR queried when the Board might get sufficient time to fully discuss the existential issue of financial sustainability and whether UCEM's model of provision is remotely consistent with financial sustainability in the long term. The Board **NOTED** that the Finance Committee will have a discussion on financial sustainability in the autumn. The Board also **NOTED** that there is significant work underway on student outcomes and success – this work has not stopped and will never stop. The focus of changes right now is addressing workload issues and concurrent deadlines for students with planning for a fundamental rework of all programmes into the next validation programme cycle.

11918 The Board **NOTED** the overview of performance against the M7 goals for the 2021-22 year to date.

#### **11919** **4.2) P&L BUDGET FOR 2022-23**

11920 Ashley Wheaton presented a brief overview of the proposed budget for 2022-23, which was fully scrutinised by Finance Committee on 16<sup>th</sup> June 2022 and is recommended by the Committee for Board approval (see paper 4.2). The Board **NOTED** that the deliberations of the Finance Committee, in the form of the draft meeting minutes, were available on the Trustee Portal for Trustees to review.

11921 The challenge in setting this budget has been the balance between increased course revenue with increased operational costs, many of which are outside of UCEM's direct control, and has led to only a balanced budget proposal (with the prospect of a small surplus) presented for approval once again. Finance Committee were supportive of staff pay rises of 3% within this breakeven budget. This budget does not reflect cashflow, it is a P&L budget only.

11922 The Honorary Treasurer commented that Finance Committee will have a strategic conversation in the autumn on financial sustainability and how the institution can grow further yet increase margin through consideration of UCEM's model, the market, and the different ways of approaching funding. UCEM's reserves need to be the lever to get the institution to run sustainably with a surplus each year.

11923 The Board **APPROVED** the proposed budget for 2022-23 and invited all Trustees to share thoughts and ideas with Finance Committee members ahead of the discussion on financial sustainability in the autumn.

#### **11924** **4.3) PLANNING AND INSTITUTIONAL KPIs FOR 2022-23**

11925 Jane Fawkes provided a brief overview of the proposed institutional themes, metrics and KPIs for the year ahead (paper 4.3). The proposed new 'CX9' slide at paper 4.3b illustrates the high-level overview for the year ahead.

11926 The theme in 2022-23 will be 'simplify' and there is a fully detailed scorecard that sits behind the high-level metrics.

11927 The Board **APPROVED** the KPIs and CX9 metrics proposed for the 2022-23 financial and academic year.

11928 The Board thanked the Executive for their contributions and invited them to leave the meeting.

## 5) PROPERTY UPDATE

### **11929** **5.1) SHINFIELD GRANGE UPDATE**

11930 Gareth Ralphs left the meeting for this item due to the conflict of interest.

11931 Alastair Martin provided a brief update on the latest developments with regards to Shinfield Grange (paper 5.1).

11932 REDACTED

11933 REDACTED

11934 REDACTED

11935 REDACTED

11936 REDACTED

11937 Gareth Ralphs returned to the meeting at the close of this item.

## 6) MATTERS FOR APPROVAL

### **11938** **6.1) UCEM DEGREE OUTCOMES STATEMENT 2020-21**

11939 Helen Edwards presented the latest and draft UCEM Degree Outcomes Statement 2020-21 (paper 6.1a) to the Board for approval and publication.

11940 HE reported that the report had been prepared in line with Quality Assurance Agency guidance and had been considered by an external reviewer before proceeding to both Quality Standards and Enhancement Committee and Academic Board who were both happy to recommend it to the Board of Trustees for final approval.

11941 HE highlighted that the data is only focussed on UK undergraduate students. There has been a shift in UCEM's classification profile with 25% of these students achieving a first class degree and 77% receiving a good honours degree (2.1 or first). These rates remain well below sector rates for degree classifications just published by the OfS (37.9% and 84.4% respectively). UCEM's increases are predominantly in the apprenticeships area where 84.7% achieved a good honours degree. There continues to be a gap between the achievement of younger and mature students, but this is reducing compared to last year. Similarly, there continues to be an achievement gap between white and minority ethnic students, which work on the Access and Participation Plan is seeking to address. UCEM is continuing its work to maintain standards and enhance teaching practices and learning resources. UCEM

feels comfortable that its increased rates this year are very justifiable and come from genuine enhancements to provision rather than grade inflation.

11942 The Board **APPROVED** UCEM's Degree Outcomes Statement 2020-21 as presented in paper 6.1 for signature by the Chair and publication.

**ACTION: Finalise the UCEM Degree Outcomes Statement 2020-21 and publish. [LH/HE]**

## **7) ANY OTHER BUSINESS**

### **11943 7.1) THANK YOU AND GOODBYE TO MUHAMMAD AHMED**

11944 The Chair thanked Muhammad Ahmed for his service as UCEM Student Trustee and Lead Student Representative on behalf of the Board and presented him with a small gift from the institution. The Board wished Muhammad well in his future career following completion of his studies with UCEM.

### **11945 7.2) MATTERS FOR NOTING, APPROVAL AND REPORT**

11946 The Board was invited to make comments on the additional Board paper of matters for noting and approval. No substantive comments were made so all matters were deemed approved and noted (as below).

### **11947 7.3) ANY OTHER BUSINESS**

11948 There being no other items of business raised, the Chair thanked all Trustees for their participation in the meeting.

### **11949 7.4) MEETING CLOSE**

11950 The Chair closed the meeting at 13.58pm.

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The following matters were circulated in a separate pack for approval / noting or comment via email in advance of the meeting.

## **8) EXTERNAL AND REGULATORY UPDATE**

### **11951 8.1) OFFICE FOR STUDENTS CONDITIONS OF REGISTRATION COMPLIANCE REGISTER**

11952 An update on the UCEM compliance register with OfS Conditions of Registration was provided at paper 8.1 and 8.1a.

11953 The Board **NOTED** the updated position regarding UCEM compliance with OFS conditions of registration (paper 8.1a), the summary of specific matters of note regarding ongoing compliance in paper 8.1, including that three conditions are rated as amber in the log (Condition A2 access and participation for students from all backgrounds, F3 provision of information to the OfS; and F4 provision of information

to the designated data body) but are being monitored and mitigated appropriately through the relevant governance structures.

**11954            8.2) COMPLIANCE WITH OFS CONDITIONS OF REGISTRATION F1, F3 and F4**

11955            The Board **NOTED** the greater depth report at paper 8.2 on UCEM's compliance with specific conditions of registration F1, F3 and F4 which the Board requires oversight of. The Board **NOTED** that UCEM remains compliant with all three of these conditions.

**9) MATTERS FOR APPROVAL OR REPORT**

**11956            9.1) BOARD CONFLICTS OF INTEREST POLICY**

11957            The Board was requested to review the Board Conflicts of Interest Policy in advance of the meeting (paper 9.1 and 9.1a). No changes were proposed to the document and as a result the Board **RE-APPROVED** the UCEM Board Conflicts of Interest Policy V4.01 as the new V5.0 for finalisation and publication.

**ACTION:            Finalise the Board Conflicts of Interest policy and republish. [LH]**

**11958            9.2) ACCESS AND PARTICIPATION PLAN JULY 2022 VARIATION REQUEST**

11959            The Board **NOTED** the summary at paper 9.2 of how UCEM is complying with the OfS' instruction to submit a request to vary its APP ahead of the 2023-24 academic year. The Board **NOTED** and **APPROVED** the key changes being made to the approved APP and the deadline for submission of 31<sup>st</sup> July 2022 – namely that a summary of the APP will be produced, that UCEM will set out in more detail the activities it is undertaking to support student success and that UCEM will include further information on the size of its degree apprenticeship provision.

**11960            9.3) UCEM EXTERNAL SPEAKER POLICY**

11961            The Board **APPROVED** the UCEM External Speaker Policy V6.01 (paper 9.3/9.3a) for publication as the new V7.0 and **NOTED** that the minor amendment proposed to refer to copyright within the document.

**ACTION:            Finalise the UCME External Speaker policy and republish. [LH]**

**11962            9.4) RISK MANAGEMENT AND COMPLIANCE UPDATE**

11963            The Board **NOTED** the Risk Management and Compliance update provided, that the Audit Committee continues to monitor these matters in detail on behalf of the full Board and that there are no issues to raise to full Board attention at the current time.

**11964            9.5) ACADEMIC REPORTS: HONORARY DEGREE NOMINATIONS**

11965            The Board **NOTED** the Honorary Degrees Panel had met on 12<sup>th</sup> May 2022 and that Honorary Degrees were recommended to four recipients which were subsequently approved by the Academic Board: Honorary Degree at Doctorate level to Mary

Curnock Cook, Graham Watts and Mark Reynolds and Honorary De3gree at Master of Business Administration level to Fred Mills.

## 10) OTHER MATTERS FOR NOTING ONLY

### 11967      10.1) UPDATES FROM SUB-COMMITTEES

- 11968      The Board **NOTED** the outcomes and decisions of the Exceptional Remuneration Committee, held on 11<sup>th</sup> May 2022, as presented in the Executive Summary of the meeting at paper 10.1a. The Board **NOTED** that the key items discussed were: approval of a responsibility allowance for Jane Fawkes during the 4-month period of the Principal's Leave of Absence in 2022. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.
- 11969      The Board **NOTED** the outcomes and decisions of the Nominations & Governance Committee, held on 26<sup>th</sup> May 2022, as presented in the Executive Summary of the meeting at paper 10.1b. The Board **NOTED** that the key items discussed were: approval to launch a Trustee Skills Survey to the Board; approval of renewing the Board Apprentices' terms for a further year; approval of appointment of Andy Macdonald as External Representative to the Remuneration Committee; approval of a series of enhancements to new Trustee induction; approval of the Trustee Appraisals process 2022; approval of the nomination window 2022 for new Honorary and Associate Fellows; recommendation of appointments of Gareth Ralphs, Joes Orrell and Harps Kaur as Trustees; noting of ongoing internal work on Equality, Diversity and Inclusion; and noting ongoing compliance with the CUC Code of Higher Education Governance. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.
- 11970      The Board **NOTED** the outcomes and decisions of the Finance Committee, held on 16<sup>th</sup> June 2022, as presented in the Executive Summary of the meeting at paper 10.1c. The Board **NOTED** that the key items discussed were: approval of the Finance Committee and Property Working Group Terms of Reference; agreement to increase module fees from £1,220 £1,225 for 2023-24 and the fee for MSc Apprenticeship route from £23,000 to £25,000; the April 2022 year to date financial position, balance sheet and cash flow projection; agreement to recommend the proposed budget for 2022-23 for approval by the Board; the work of the Property Working Group as regards the disposal of Shinfield Grange; and UCEM's Capital Funding allocation of £50K from the OfS. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.
- 11971      The Board **NOTED** the outcomes and decisions of the Audit Committee, held on 16<sup>th</sup> June 2022, as presented in the Executive Summary of the meeting at paper 10.1d. The Board **NOTED** that the key items discussed were: i institutional risk management and approval of a new Risk Register and approach to risk management; approval of Audit Strategy Memorandum for 2022; approval of the 2020-21 UCEM Value for Money Statement; to cease work on an audit on UCEM's model of contact hours; the outcomes of the Quality Audit Group's audit on Apprentice Employer Complaints; the work to prepare UCEM for Data Futures and UCEM's role on the DfE Higher Education Data Reduction Taskforce; and UCEM's ongoing compliance with OfS Conditions of Registration C1-C4. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.

**11972**      **10.2) TRUSTEE CALENDAR**

11973      The Board **NOTED** paper 10.2 which summarised the Board and Committee dates for 2022 and 2023, outlining where there have been changes to the calendar since the last meeting.

**11974**      **10.3) REPORT ON HEALTH AND SAFETY**

11975      The Board **NOTED** the report on Health and Safety as presented at paper 10.3.

**11976**      **10.4) UCEM COMPLAINTS, APPEALS AND WHISTLEBLOWING REPORTS**

11977      The Board **NOTED** the data on complaints made to UCEM in Quarter 3 2021-22 as detailed in paper 10.4 and that none had been raised to OIA level.

11978      The Board **NOTED** the data on appeals cases in Quarter 3 2021-22 as detailed in paper 10.4.

11979      The Board **NOTED** that there had been no whistleblowing cases.

**11980**      **10.5) DATA PROTECTION REPORT**

11981      The Board **NOTED** the six minor information security breaches in the March - May 2022 period, the one Data Subject Access Request submitted in April 2022 and that there were no third-party disclosures (paper 11.5). The Board **NOTED** that whilst the overall rate of breaches remains low there is a very clear pattern of emails being sent to the wrong individuals or groups and that the Data Protection Officer has, as a result, increased awareness raising through all-staff meetings and the weekly staff bulletin. In addition, the annual Data Protection training round for all staff has been launched during this quarter. Finally, the DPO is currently assessing the impact of the new Chinese Personal Information Protection Law for UCEM and its operations in Hong Kong.

**11982**      **10.6) UPDATE FROM ACADEMIC BOARD**

11983      The Board **NOTED** that Executive Summary of the Academic Board meeting held on 9<sup>th</sup> June 2022.

**11984**      **10.7) UPDATED STAFF ORGANISATION CHART**

11985      An updated Senior Level UCEM staff organisational chart by department / SLT level was provided at paper 10.7 and **NOTED** by the Board.

**Date of next meeting:**

Thursday 29<sup>th</sup> September 2022

**Meetings before 29<sup>th</sup> September 2022:**

19<sup>th</sup> July 2022 – Academic Review Committee

30<sup>th</sup> August 2022 – Remuneration Committee

1<sup>st</sup> September 2022 – Quarterly Business Review  
8<sup>th</sup> September 2022 – Nominations & Governance Committee

Signed:   
Name: Amanda Clack  
Position: Chair of the Board of Trustees  
Date: 29<sup>th</sup> September 2022