

## MEETING OF THE BOARD OF TRUSTEES 1 DECEMBER 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 13.00-16.15pm on Thursday 1<sup>st</sup> December 2022.

Present:	Prof N Braisby (NB)	
	Ms A Clack (AC)	(Chair)
	Mr C Costigan (CC)	
	Mrs H Edwards (HE)	(Staff Trustee)
	Dr S Jackson (SJ)	(Vice Chair)
	Mrs H Kaur (HK)	(Staff Trustee)
	Prof Michelle Jones	(Trustee Designate)
	Mr A Martin (AM)	
	Prof K Miller (KM)	
	Mr D O'Rourke (DOR)	
	Mr J Orrell (JO)	(Student Trustee)
	Mr G Ralphs (GR)	
	Ms M von Tunzelman (MvT)	
	Mr C Turley (CT)	
	Mr A Wheaton (AW)	(Principal)
In attendance:	Ms H Al-Katib (HAK)	(Director of Strategy and Planning) – for item 4.2 only
	Mr S Bartle (SB)	(Executive Director Business Development & Apprenticeships) – for all items except 6.1 onwards
	Mr G Edwards (GE)	(Director of Regulation) – for item 5.2
	Mrs J E Fawkes (JEF)	(University College Secretary)
	Mrs W Finlay (WF)	(VP Learning & Teaching) – for items for all items except 6.1 onwards
	Mr M Reynolds (MR)	(MACE & CLC) – for item 2.1 only
	Mrs L Hughes (LH)	(Clerk to the Board)
	Mr T Mills (TM)	(Executive Director Finance) – for all items except 6.1 onwards
	Ms R Powley (RP)	Board Apprentice
	Mr A Williams (AWi)	(Executive Director Innovation & Partnerships) – for all items except 6.1 onwards
	Mr A Youell (AY)	(Executive Director Regulation) – for all items except 6.1 onwards
Apologies:	Ms J Brainch (JB)	(Honorary Treasurer)
	Ms L B McMillan (LBM)	Board Apprentice

Mrs L Downey (LD)

(VP Technology &amp; Academic Services)

## 1) GENERAL BOARD GOVERNANCE

### 12122                    1.1) DECLARATION OF ANY CONFLICTS OF INTEREST

12123                    There were no conflicts of interest reported, however the Chair advised the Board that she has now left CBRE to start a new role with HKA, the Claims Advisory and Commercial Dispute Resolution experts, as Regional CEO of its EMEA region. AC advised that HKA are supportive of her continuing her role at UCEM Chair and the Board congratulated AC on this new role.

### 12124                    1.2) APOLOGIES FOR ABSENCE

12125                    There were apologies for absence from Jat Brainch and Laura Bell McMillan.

### 12126                    1.3) ANNUAL LOYAL GREETINGS TO THEIR MAJESTIES KING CHARLES AND QUEEN CONSORT CAMILLA

12127                    The Chair proposed that the University College of Estate Management extend its annual loyal greetings from the Board of the University College on the occasion of the Annual General Meeting to Their Majesties King Charles and Queen Consort Camilla in hope that they continue to enjoy good health and happiness. This motion will be sent by letter from the Board within the next week.

**ACTION:**                **Write letter to Their Majesties King Charles and Queen Consort Camilla extending annual Loyal Greetings from the UCEM Board of Trustees. [LH]**

12128                    The Board **NOTED** that no formal communication regarding ongoing patronage by the former Prince of Wales, His Majesty King Charles, has yet been received, other than advice that the process of redistributing and evaluating all royal patronages may take up to a year to conclude.

### 12129                    1.4) APPROVAL OF THE MINUTES OF THE MEETING HELD 29<sup>TH</sup> SEPTEMBER 2022

12130                    The minutes and the proposed redactions of the Board of Trustees meeting held on 29<sup>th</sup> September 2022 (as provided at paper 1.4) were **APPROVED** as a true record and signed by the Chair. They will be published on the UCEM Governance webpage.

### 12131                    1.5) APPROVAL OF THE MINUTES OF THE MEETING HELD 21<sup>ST</sup> NOVEMBER 2022

12132                    The minutes and the proposed redactions of the Board of Trustees meeting held on 21<sup>st</sup> November 2022 (as provided at paper 1.5) were **APPROVED** as a true record and signed by the Chair. They will be published on the UCEM Governance webpage.

**12133      1.6) CHAIR'S ACTION – PREVENT ANNUAL RETURN**

12134      The Board **APPROVED** the Prevent Duty report 2021-22 and Annual Return to the Office for Students via Chair's Action email on 16<sup>th</sup> November 2022 and **NOTED** that the return was made to the OfS ahead of the 1<sup>st</sup> December 2022 deadline.

**12135      1.7) MATTERS ARISING AND ACTIONS SUMMARY**

12136      The summary showing the outcomes of actions from the meeting held 29<sup>th</sup> September 2022 (paper 1.7) was taken as read with updates on listed actions duly **NOTED** (all actions were closed, except that one EDI action continues to require further work and there has been no progress as yet with a potential apprenticeships funding policy joint statement with HEPI following the last Board).

**12137      1.8) TRUSTEE RECRUITMENT UPDATE AND APPOINTMENTS**

12138      The Board was provided with an update (paper 1.8) on the various strands of recruitment underway for roles on the Board of Trustees, including an Honorary Treasurer (to replace Jat Brainch when her term ends in March 2023), a new Staff Trustee (to replace Helen Edwards from December 2022), and a new Student Trustee (to replace Grant Alexander).

12139      The Board **APPROVED** the appointment of Adam Denton as Student Trustee for an initial one-year term of office from 1<sup>st</sup> January 2023.

**ACTION:            Complete induction processes for Adam Denton. [LH]**

12140      The Board **APPROVED** the appointment of Jon Hubert as Staff Trustee for an initial three-year term of office from 1<sup>st</sup> January 2023.

**ACTION:            Complete induction processes for Jon Hubert. [LH]**

12141      The Board **NOTED** that the latest round of recruitment for an Independent Trustee – Honorary Treasurer had failed, and a new approach will be taken using an Executive Search Agency, Nurole. It is anticipated an update will be provided to the Nominations and Governance Committee on 1<sup>st</sup> February 2023.

**2) STRATEGIC DISCUSSIONS****12142      2.1) PRESENTATION BY MARK REYNOLDS, MACE AND CONSTRUCTION LEADERSHIP COUNCIL – CURRENT CHALLENGES AND OPPORTUNITIES FOR UCEM IN THE BUILT ENVIRONMENT SECTOR**

12143      Mark Reynolds, Group Chair and Chief Executive at Mace and Co-Chair of the Construction Leadership Council joined the meeting for item 2.1.

12144      Aled Williams introduced Mark to the Board and the work that UCEM is undertaking with the Construction Leadership Council (CLC) (paper 2.1). Some introductory presentation slides to the vision of the CLC from Mark were made available as paper 2.1a.

12145 In his presentation, AWi outlined UCEM's commitment to influence and collaboration in the Built Environment sector, actively working with the CLC to bring industry and government together, supporting transformational activities. UCEM is actively working with CL and Mark Reynolds, who personally and professionally is championing change in the industry.

12146 In his speech, MR outlined his career history and his passion for the built environment sector and the workforce that underpins this industry. Mark also highlighted the impact of climate change and the role the industry must play in meeting emissions targets given its size and contribution to the totals, noting that eradicating even half its emissions would have a truly significant impact. Mark is also championing building safety following Grenfell and the huge opportunity for positive and meaningful change across the whole sector. Mark outlined that the whole sector is a closely linked eco-system and that change is only ever brought about by committed people who offer to help. The CLC is reliant on such people and seeks to form a coalition between government and industry to bring about this change and drive-up productivity. The key themes for the CLC are building safety, net zero carbon, skills, and next generation delivery. Industry desperately needs to address competencies and skills gaps and train the workforce it needs for the future. Mark believes UCEM can impact this by helping to build the future pipeline and reaching young entrants to help them understand the wealth of careers available, by research and development to drive innovation, and by building strong relationships with government and being willing to drive change. Finally, Mark outlined his vision for the industry, one in which quality, capacity, resilience, competency, safety, productivity and efficiency are increased. Mark also thanked the UCEM Board of Trustees for their award of an Honorary Doctorate to him this year.

12147 Following the presentation, the Board discussed some of the topics raised, including the current apprenticeship model, UCEM's mode of delivery and the need for them to cover all skills and competencies and not just technical skills. The fragmentation of specialisms within the industry was also discussed and the need to find a way for young people to enter the sector as skilled generalists through a foundation level course and to find a way to specialise later. For example, there is a Built Environment Studies GCSE available in Wales but not in England. The discussion also considered whether and how UCEM should extend its links with further education as part of academia supporting industry.

12148 The Chair thanked Mark for his presentation and invited him to leave the meeting.

## **12149 2.2) FINANCIAL RESILIENCE**

12150 Ashley Wheaton provided an update to the Board on the work of the Executive on the financial resilience of the institution and the discussions held about this at Finance Committee on 9<sup>th</sup> November 2022 (paper 2.2).

12151 AW highlighted that the work undertaken to date and which Finance Committee reviewed, has been split into two parts – an analysis of the P&L by income and cost, and the presentation of some areas which the Executive believes might impact profitability in both income and costs (categorised by short or long term, strategic or operational and low, medium or high impact). AW explained that this had led the Executive to propose seven areas of activity for immediate further

work and exploration. The Finance Committee had a healthy and useful discussion which will now lead to further refinement of the plans.

- 12152 AW advised that the analysis has shown three important things: that gross margin in apprenticeships is lower than in non-apprenticeships which was a surprise to the team and is significant given apprenticeships form approximately 50% of UCEM income; that income per student for international students is considerably lower than in other markets due to poorer success rates; and that there is a minimum of around £250K of discretionary costs which UCEM carries which do not relate directly to delivery but to wider strategic initiatives (and the Committee will need to consider whether there is value in considering these). The Committee/Board of Trustees will also need to take some important decisions regarding potential strategic initiatives, specifically CPD and international, which were explicitly excluded from the CX Strategy when it was approved four years ago. The aim will be to provide full transparency on the margin of profit in the core business so the Board can prioritise its discretionary spend over and above this.
- 12153 REDACTED
- 12154 The Board was advised that to drive forward these projects the time and expertise of the Executive team is required and that this is challenged currently, but updates on progress will be reported to Finance Committee.
- 12155 The Board welcomed the analysis and plans to date and were supportive of resourcing requests being brought forward to help realise some of the initiatives if required given their potential value to UCEM.
- 12156 The Board discussed the paper and was supportive of the approach proposed for Horizons in particular and to exploring opportunities for UCEM in the international markets, subject to an approved and funded strategy. The Board recognised the potential in CPD but recognised the need for significant investment to deliver this properly. There were suggestions that CX Targets for new students might usefully be sub-divided into apprentices and non-apprentices given their different income values to UCEM. It was also suggested that for initiatives 5 and 8 there should be equality impact assessments undertaken to determine their impact on different types of students. UCEM is also working on its systems and process efficiencies to allow for leaner operations which would impact financial resilience through greater productivity and efficiency. AW reassured the Board that full project analysis for each initiative is planned as the next stage of implementation, including an assessment of what resources are required and what projects might cease to allow focus on these deliverables.
- 12157 The Board of Trustees welcomed the update provided and were reassured on the approach UCEM is taking towards creating margin between increasing income and increasing costs, as well as the drive towards more sophisticated financial analysis. The Board looks forward to further updates on the project in 2023.
- 12158 The Board **NOTED** the update on financial resilience and the work being undertaken on financial analysis and income generation and cost saving initiatives. The Board **NOTED** the Finance Committee had approved further exploration of the seven initiatives identified as part of Phase 1 for the project.

- 12159 The Board **NOTED** that the Finance Committee approved a proposed increase in the BSc module fee from £1,200 to £1,320 for 2023/24 which was submitted in the Annual Fee Return on 17<sup>th</sup> November 2022 with the intention to progress to £1,500 per module within the next two years.

### 3) STUDENT AND STAFF FEEDBACK

#### **12160** **3.1) UCEM STUDENT EXPERIENCE**

- 12161 Joe Orrell, the Student Trustee, provided the Student Experience update (see paper 3.1) focussed on 'teaching on my course', providing qualitative feedback on the areas of improvement identified during the National Student Survey 2022.
- 12162 JO reported that the qualitative feedback received in the NSS did not match the areas of concern statistically in the survey, highlighting specifically positive comments around staff enthusiasm for their modules. UCEM has adopted some changes in approach to positively impact the survey in 2023, these include implementing 1-2-1 meeting with module leaders and extra drop-in sessions which have been positively received. There has also been a series of 'you said, we did' communications launched which have been positive.
- 12163 The Board queried the resource intensity of 1-2-1 sessions with tutors and whether this would reach the students most in need of additional support to impact success rates. WF reassured the Board of UCEM's approaches to identifying students at risk of non-engagement and how the team reaches out to those students who might not actively approach UCEM for support themselves. Following the work on the Higher Engagement, Lower Pressure (HELP) project this year, UCEM is starting to see higher levels of engagement by students.
- 12164 The Board **NOTED** the Student Trustee update report and feedback and thanked JO for his contribution to the meeting.

#### **12165** **3.2) UCEM STAFF EXPERIENCE**

- 12166 Helen Edwards and Harps Kaur, Staff Trustees, provided the Staff Experience update, focused on feedback on the UCEM values and what sustainability means to UCEM staff (there was no paper 3.2 but a video was shared on screen and circulated on the Trustee Portal).
- 12167 HK reported that 128 responses had been received to the question 'what does sustainability mean to you?'. In response to a question about what values staff most align with, 48% of respondents said support, 13% said passion, 18% said integrity and 21% said excellence. HK also reported that the Employee Engagement Survey was now live with results to be reported to the Board in March 2023.
- 12168 The Board queried how the rising cost of living is impacting UCEM staff. Nothing had been reported to the Staff Trustees prior to the meeting but UCEM has put aside £60K for a 'Cost of Living' award on a sliding scale for UCEM's lowest earners which will be announced to all staff in early December and paid in January payroll to those eligible.

- 12169 The Board noted that UCEM is unimpacted by the current strikes underway in the higher education sector.
- 12170 The Board **NOTED** the Staff Trustee update and thanked HE / HK for their contributions to the meeting.

#### **4) MONITORING AND OVERSIGHT OF CX 9 TARGETS FOR 2022-23**

##### **12171 4.1) PRINCIPAL'S OVERVIEW OF PERFORMANCE AGAINST TARGETS 2022-23**

- 12172 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 second meeting of the 2022-23 financial year, providing the latest perspective on performance against the top level CX 9 goals for the year. The performance was considered as broadly on track.
- 12173 AW reported that GLOBE as a project is now filtering through the institution and is being embraced by all staff. The new MSc in Innovation in Sustainable Built Environments programme webpage went live this week and will be launched fully next week. The Board was asked to support UCEM in generating momentum in the marketing of the programme through social media channels. AW reported that Julie Hirigoyen is very supportive of the programme and that UCEM is in the process of securing employer and industry feedback on the programme outline. The validation of the programme is scheduled for February 2023.
- 12174 Student outcomes remain a challenge, but the data reported is a trailing indicator and the HELP project implemented for Autumn 2023 semester should impact results reported at the next meeting. Income is healthy given the over-recruitment of new students vs target and cost control is strong, but driven by headwinds in recruitment to ongoing vacancies. There will be changes to the NSS survey in 2023 (see item 5.3). The OfS' unpopular removal of the overall satisfaction question means UCEM will need to determine how it measures performance in student satisfaction in the future. The Board discussed the challenges of operating with the regulator. It is hoped the sector can collectively voice its concerns on issues such as the removal of Question 27 from the NSS. The current focus on quality is considered to be deeply damaging to the sector and the stifling of innovation and creativity should be highlighted to them, as well as the cost of compliance with regulation. GuildHE have launched a series of reports on the burden of regulation to the industry.
- 12175 Finally, AW advised the Board that UCEM has submitted its RICS reaccreditation documentation, and an assessment visit is planned for January 2023.
- 12176 The Board **NOTED** the overview of performance against the CX 9 goals for the 2022-23 year to date which showed UCEM to be broadly on track and thanked all the team involved in delivering against these targets.

**12177                    4.2) UCEM SUSTAINABILITY PROGRAMME – GLOBE UPDATE - MSc INNOVATION IN SUSTAINABLE BUILT ENVIRONMENTS**

12178                    Hannah Al-Katib joined the meeting to present paper 4.2 to the Board which provided a brief operational update on key areas of progress with the GLOBE programme since the last Board of Trustees meeting in September 2022 and an introduction to the planned MSc Innovation in Sustainable Built Environments Programme to the Board.

12179                    HAK explained that the new MSc is a start point (parent programme) for a suite of programmes that are more specialist and to follow in the coming years. The core aim is to create a mindset in students about how they can impact the sector through challenge, knowledge and leadership. There will be a series of pathways for the second year. It has been designed in such a way as to allow flexibility in the programme around specific high-level industry needs both now and in the future.

12180                    UCEM is in the process of seeking feedback from employers and industry ahead of validation of the programme in February 2023 and to support marketing of the programme. UCEM anticipates the initial cohort will be quite small and will grow over time. It is the first programme UCEM has launched that is academic in nature and not led by the competencies of a Professional / Accrediting Body.

12181                    UCEM is also offering free CPD webinars in a series called Building Perspectives which launched yesterday. It is being used as a platform to promote the new MSc and UCEM's subject matter expertise. Work has commenced on baselining UCEM's scope 1 and 2 emissions which will enable the institutional plan to net zero to be established. The UCEM Sustainability Strategy is nearing completion for launch as part of the marketing efforts for the new MSc and further work continues on scoping the concept of the Institute of Built Environment Sustainability. The institution is excited and ready to start discussing all this work externally.

12180                    The Board welcomed the update and made various comments. The Board queried the target audience for the new MSc given its generic content. The decision was made to deliberately target it at leaders in the Built Environment, those in decision-making processes that can bring a sustainability mindset to the fore. The second phase of programme development will bring the more technically focussed programmes. REDACTED. The Board also suggested UCEM updates its existing courses to ensure sustainability is fully covered in those too and in order to deliver the technical skills required in the sector. To do this, the PSRBs will need to collaborate in updating technical competencies they expect.

12181                    The Board **NOTED** the GLOBE programme progress update and welcomed the detailed introduction to the new MSc programme which will be launched in autumn 2023.

12182                    The chair wished the team well with validation of the new MSc, thanked Hannah for her contributions and invited her to leave the meeting.

**12183                    4.3) EQUALITY, DIVERSITY AND INCLUSION UPDATE – FREEDOM OF SPEECH BILL**



12184 Jane Fawkes presented a brief overview of the anticipated Freedom of Speech Bill and the likely impact it will have on UCEM (paper 4.3).

12185 JEF reported that the bill is OfS driven and seeks to place increasing responsibility on governing bodies. UCEM already has a Freedom of Speech policy but there will be increased monitoring and regulation to staff and reporting to the Board. The Board was concerned about the motivation for this legislation and the burden it will place on UCEM when its model of provision is different, for example, the most significant challenge will be for Student Unions, which UCEM does not have, yet UCEM will be expected to demonstrate its compliance regardless. The Board commented that the Bill does not help or support students and merely imposes more burden on institutions.

12186 The Board **NOTED** that UCEM plans to update its Freedom of Speech policy for Board approval when the Bill passes into legislation.

#### **12187 4.4) APPROVAL OF UCEM ANNUAL REPORT AND FINANCIAL STATEMENTS**

12188 The Board received the UCEM Annual Report and Financial Statements for 2021-22 and Letters of Representation in papers 4.4, 4.4a and 4.4b. The Board **NOTED** that the documentation had all been scrutinised by the Joint Audit & Finance Committee on 9<sup>th</sup> November 2022. All the documentation came with the recommendation to approve.

12189 The Board noted that once again the audit picked up no significant issues and UCEM reported a second successive surplus on business-as-usual operations. The key change year-on-year is the USS pension provision and liability which has increased by £1.9M this year. This has no cash impact on UCEM but does mean a loss is reported for the year overall (reported as an accounting movement on the Balance Sheet). The Joint Audit and Finance Committees stressed that they had no concern about the quality of the audit and that the lack of significant findings was testament to the high quality of work at UCEM. The Committees had no appetite to find new auditors for 2022 following a much-improved experience with Mazars this year and therefore recommended their reappointment.

12190 The Board requested one minor amendment to the wording in the related parties section of the annual report so that it lists the Thames Valley Chamber of Commerce transaction as UCEM membership, thereby clearly differentiating this from Gareth Ralph's trusteeship, ahead of it being signed and finalised.

**ACTION: Make the annual report amendment to the Thames Valley Chamber of Commerce membership as distinct from Gareth Ralph's trusteeship at UCEM ahead of signing the report. [LH/TM]**

12191 The Board **APPROVED** the UCEM Annual Report and Financial Statements 2021-22 as pre-approved by the Audit & Finance Committee on 9<sup>th</sup> November 2022. The signatures of the Chair and Principal will now be added to finalise the documents.

**ACTION: Add the Chair and Principal's signatures to the Annual Report and Financial Statements to finalise them and publish as appropriate. [LH]**

12192 The Board **APPROVED** the UCEM Letter of Representations. The signature of the Chair and Principal will now be added to finalise the document.

**ACTION: Add the Chair's signature to the letters to finalise them and issue as appropriate. [LH]**

12193 The Board was advised that the Annual Reports and Financial Statements for UCEM Asia Ltd have been approved by its Board of Directors and that UCEM Courses Ltd Directors will hold their AGM to approve their Annual Report on 25<sup>th</sup> January 2022. Both are completed to the extent that Mazars have done the full audit on UCEM Courses Ltd and have done spot checks on the Nova full audit of UCEM Asia Ltd; these figures have been included in the main UCEM Annual Report under the Consolidated column in the accounting statements. As a result, the Board **APPROVED** the UCEM group accounts for 2021-22.

12194 The Board **APPROVED** the re-appointment of Mazars as UCEM auditors for a further year in 2023.

12195 The Board thanked Tim Mills and the wider team for their work to complete the audit to a much earlier timescale in 2022.

## 5) EXTERNAL AND REGULATORY UPDATE

### 12196 5.1) TEACHING EXCELLENCE FRAMEWORK

12197 Helen Edwards provided an update on the Teaching Excellence Framework and the considerations and discussions UCEM has held regarding participation in the Framework in 2023 (paper 5.1).

12198 Based on UCEM's student data, the institution was advised in October that it did not meet the threshold for participation – UCEM was insufficient on at least two TEF indicators. The decision on participation was therefore optional.

12199 The Executive considered UCEM's decision to participate or not in November 2022. Factors considered included that the decision to opt out would remain in place for four years, UCEM has an unreliable data size which can swing significantly by small numbers, the volume of work to participate in light of other big institutional projects, the challenges of engaging with UCEM's student community and securing a satisfactory student submission, the positives and negatives aspects of UCEM's data, the fact that UCEM had not begun work on educational gain, the reputational impact on UCEM of not participating and the current regulatory burden on the institution. Ultimately the Executive decided UCEM should not participate but will continue work to prepare for TEF participation in four years' time.

12200 The Board was reassured that any negative perception of UCEM in the market was fully considered and agreed it had been a well thought-through decision. The Board noted that the only potential risk to UCEM is the charging bands associated with TEF ratings, which whilst they may not currently impact UCEM, they could change and have an impact in the future given that OfS is politically driven. The Board considered this an acceptable risk given other institutional priorities at the current time.

12201 The Board **NOTED** the update provided and UCEM's decision not to participate in TEF 2023.

## **12202 5.2) B3 QUALITY INDICATORS**

12203 Gethin Edwards joined the meeting to present paper 5.2 to the Board which explained how the Office for Students will commence using statistical indicators to monitor compliance with condition of registration B3 and how UCEM currently performs against these metrics.

12204 GE advised that the paper highlighted the indicators that are measured and UCEM's current performance against these. The OfS plan to select a number of institutions for assessment each year but UCEM does not currently think it is at high risk of being selected given the low numbers of students associated with the metrics for UCEM. The main areas where UCEM is below threshold is on the Undergraduate full time offer, and this represents a small number of students.

12205 UCEM is working to address its performance on the below threshold indicators and is confident its ongoing work will uplift performance in these areas. One way in which UCEM is addressing this is by being diligent about explaining what it means to be a full-time student with UCEM so it reduces the risk of students commencing on this programme and not being able to succeed. UCEM is encouraging students to register on part time routes and increase later, should they demonstrate they can cope with the workload involved.

12206 The Board **NOTED** UCEM's condition B3 indicators for 2022 and the actions being undertaken to improve performance on indicators that are currently below threshold.

12207 The chair thanked Gethin for his contributions and invited him to leave the meeting.

## **12208 5.3) NATIONAL STUDENT SURVEY UPDATE**

12209 Andy Youell presented paper 5.3 to the Board which explained some significant changes being made to the National Student Survey (NSS) in 2023 and the implications of these changes for UCEM.

12210 AY explained that the OfS launched a major review of NSS and held two rounds of consultation, the results of which were published a month ago. The majority of the sector was against withdrawal of the overall satisfaction question, but the OfS has decided to proceed with this. In addition, a revised scale of responses from 5 points to 4 points (removing the neutral '3' response) has been adopted. There are also some new questions being added to the survey.

12211 The potential impacts on UCEM are variable. UCEM has many neutral respondents so it is difficult to predict how they will respond to the survey in 2023. UCEM measures all its CX 9 and strategic targets using the overall satisfaction question result so will need to revise this. UCEM also runs its own SES survey that mirrors the NSS and so will also need to update this to remain consistent for the future.

The change in questions and response scales means comparison with previous years data will be difficult.

- 12212 The academic Trustees expressed some of their concerns with the revised survey. These included what the OfS response might be to a large increase in satisfaction scores should some of the neutral respondents actually move significantly to the positive categories. There were doubts about how many students will actually engage with the survey. There was also doubts about the wording of some questions, such as the mental wellbeing question which asks about access to a service and not satisfaction with the service – this could lead to increased institutional responsibilities in this area in the future.
- 12213 The Board **NOTED** the changes to the National Student Survey 2023 and the implications of these changes for UCEM.
- 12214 The Chair invited members of the Executive to leave the meeting at the close of this item.

## 6) PROPERTY UPDATE

### **12215      6.1) SHINFIELD GRANGE UPDATE**

- 12216 AW provided a brief update on the latest progress with regards to the Shinfield Grange project (paper 6.1).
- 12217 REDACTED
- 12218 REDACTED
- 12219 REDACTED
- 12220 REDACTED
- 12221 REDACTED
- 12222 REDACTED
- 12223 REDACTED
- 12224 REDACTED

## 7) ANY OTHER BUSINESS

### **12225      7.1) MATTERS FOR NOTING, APPROVAL AND REPORT**

- 12226 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).

### **12227      7.2) THANK YOU AND GOODBYE TO HELEN EDWARDS**

12228 The Chair expressed the Board's thanks and fond farewell to Helen Edwards who completed her double term as Staff Trustee at the close of the meeting. A gift was presented from the Board. The Board wished Helen well in her ongoing career with UCEM.

12229 HE thanked Trustee for the privilege of being part of the Board and seeing it evolve through a significant period in UCEM's evolution as an institution. She commented on the skills and expertise in the room that bring constructive challenge to how UCEM is run and thanked the Board for all their support.

### **12230 7.3) ANY OTHER BUSINESS**

12231 There being no other items of business raised, the Chair thanked all Trustees for their participation in the meeting and wished them Merry Christmas and Happy New Year.

### **12232 7.4) MEETING CLOSE**

12233 The Chair closed the meeting at 16.10pm and invited all Trustees present to stay on for drinks to toast the festive season and another successful year at UCEM.

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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) MATTERS FOR APPROVAL OR REPORT**

### **12234 8.1) SUB-COMMITTEE ANNUAL REPORTS 2021-22**

12235 The Board **NOTED** the work undertaken by the Audit Committee in 2021-22 and **APPROVED** the Annual Report provided at paper 8.1a.

12236 The Board **NOTED** the work undertaken by the Finance Committee in 2021-22 and **APPROVED** the Annual Report provided at paper 8.1b.

### **12237 8.2) UCEM BOARD OF TRUSTEES TERMS OF REFERENCE**

12238 The Board **APPROVED** the UCEM Board of Trustees Terms of Reference V15.01 (paper 8.2/8.2a) for finalisation and publication as the new V16.0.

**ACTION: Finalise and publish the Board of Trustees Terms of Reference V16.0. [LH]**

### **12239 8.3) ACADEMIC REPORTS**

12240 The Board **APPROVED** the Academic Quality and Standards Annual Report 2021-22 (paper 8.3a) following Academic Board scrutiny on 22<sup>nd</sup> November 2022.

12241 The Board **APPROVED** the Safeguarding and Prevent Annual Report 2021-22 (paper 8.3b) following Academic Board scrutiny on 22<sup>nd</sup> November 2022.

- 12242 The Board **APPROVED** the Academic Board Annual Report 2021-22 (paper 8.3c) following Academic Board scrutiny on 22<sup>nd</sup> November 2022.
- 12243 The Board **APPROVED** the Ofsted Self-Assessment Report 2021-22 (paper 8.3d) following Academic Board scrutiny on 22<sup>nd</sup> November 2022.
- 12244 The Board **NOTED** the Academic Board minutes from 28<sup>th</sup> September 2022 (paper 8.3e).
- 12245 The Board **NOTED** the Executive Summary of the Academic Board meeting held 22<sup>nd</sup> November 2022 (paper 8.3f).
- 12246** **8.4) ACCESS AND PARTICIPATION PLAN UPDATE**
- 12247 The Board **NOTED** the update on UCEM's recent APP variation request (still being considered by OfS) and on OfS' consultation on a new approach to regulating equality of opportunity in English higher education.

## 9) OTHER MATTERS FOR NOTING ONLY

### **12248** **9.1) SUB-COMMITTEE UPDATES**

- 12249 The Board **NOTED** an update on the outcomes and decisions of the Remuneration Committee, held on 21<sup>st</sup> October 2022, as presented in the Executive Summary of the meeting at paper 9.1a. The Board **NOTED** that the key items discussed were: the Pay Transparency Justification Statement 2021-22; the pay multiple for 2021-22; and agreement to a pay uplift for the Deputy Principal relative to her new responsibilities. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.
- 12250 The Board **NOTED** an update on the outcomes and decisions of the Audit Committee, held on 9<sup>th</sup> November 2022, as presented in the Executive Summary of the meeting at paper 9.1b. The Board **NOTED** that the key items discussed were: institutional risk management and the new risk register; risk in compliance with the ESFA Accountability Framework with regards to timeliness of apprenticeship completions; the new Audit Plan 2023-25; the Quality Audit Group audit into UCEM's Student Disciplinary Procedures; Prevent Duty compliance; and, a discussion on potential changes to the UCEM Reportable Events policy/procedure which will return for further discussion at the next meeting. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.
- 12251 The Board **NOTED** an update on the outcomes and decisions of the Joint Audit and Finance Committees, held on 9<sup>th</sup> November 2022, as presented in the Executive Summary of the meeting at paper 9.1c. The Board **NOTED** that the key items discussed were: pre-approval of the UCEM Annual Report and Financial Statements 2021-22 and Letter of Representation; review of the Audit Findings Report; re-appointment of the UCEM auditors Mazars and potential reappointment of Nova for UCEM Asia Ltd pending research into other possible firms and a tender process;

and, the updated sources of UCEM Funding data. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.

- 12252 The Board **NOTED** an update on the outcomes and decisions of the Finance Committee, held on 9<sup>th</sup> November 2022, as presented in the Executive Summary of the meeting at paper 9.1d. The Board **NOTED** that the key items discussed were: pre-approval of the OfS Financial Return; the management accounts September 2022 and YTD performance; financial resilience and approval of a module fee increase for the BSc route to £1,320 for 2023-24; the Finance Committee Annual Report; the Bursaries Working Group Annual Report; UCEM authorised signatories and approval levels; the work of the Property Working Group regarding disposal of Shinfield Grange; the OfS Grant Funding allocation to UCEM for 2021-22; and, the latest Sarasin's investment report. The Board also **NOTED** that the full minutes of the meeting are available for reference on the Trustee Portal.

### **12253 9.2) TRUSTEE CALENDAR**

- 12254 The Board **NOTED** paper 9.2 which summarised the Board and Committee dates for 2023, outlining where there have been changes to the calendar since the last meeting.

### **12255 9.3) REPORT ON HEALTH AND SAFETY**

- 12256 The Board **NOTED** the report on Health and Safety as presented at paper 9.3.

### **12257 9.4) UCEM COMPLAINTS, APPEALS AND WHISTLEBLOWING REPORTS**

- 12258 The Board **NOTED** the data on complaints made to UCEM in Quarter 1 2022-23 as detailed in paper 9.4 and that none had been raised to OIA level.

- 12259 The Board **NOTED** the data on appeals cases in Quarter 1 2022-23 as detailed in paper 9.4.

- 12260 The Board **NOTED** that there had been no whistleblowing cases.

### **12261 9.5) DATA PROTECTION REPORT**

- 12262 The Board **NOTED** the two minor data protection breaches in the September-October 2022 period, and that there were no Data Subject Access Requests or third-party disclosures (paper 9.4). The Board **NOTED** that the overall rate of breaches remains low there and that there is a high level of awareness around the need for containment and reporting.

### **12263 9.6) UPDATED STAFF ORGANISATION CHART**

- 12264 An updated Senior Level UCEM staff organisational chart by department / SLT level was provided at paper 9.6 and **NOTED** by the Board.

**Date of next meeting:**  
Thursday 30<sup>th</sup> March 2023

**Meetings before 30<sup>th</sup> March 2023:**

19<sup>th</sup> January 2023 – Academic Review Committee  
25<sup>th</sup> January 2023 – UCEM Courses Ltd AGM  
2<sup>nd</sup> February 2023 – Nominations and Governance Committee  
16<sup>th</sup> February 2023 – Quarterly Business Review  
22<sup>nd</sup> February 2023 – Finance Committee  
22<sup>nd</sup> February 2023 – Remuneration Committee  
9<sup>th</sup> March 2023 – Audit Committee

Signed: 

Name: Amanda Clack

Position: Chair of the Board of Trustees

Date: 30 March 2023