

Board of Governors

Approved minutes of the meeting held on Thursday 10 July 2025 at 2.00pm in the Boardroom

- Present:** Jennifer Sims (Chair), Janet Smith, Dr Anni Domingo, Sud Basu, Geraldine Kelly, Dr David Reid, Helen Fairfoul, Vivien Goodwin, Haydn Jones (student governor), Daryl Burns (staff governor), Dr Phoebe Patey-Ferguson (Academic Board governor), Prof Randall Whittaker (Principal and CEO)
- Apologies:** Dr Alex Bols (had joined online but had to leave due to technical issues)
- In Attendance:** Prof Stephen Farrier, Deputy Principal
Stuart Page, Dean
Michael Healy, Chief Financial Officer
Veronique Fricke, Director of Corporate Affairs
Rachael Wilson, Director of Service Delivery
Dawn Turpin, (Clerk to the Board)

1. WELCOME AND APOLOGIES

- 1.1 Members were welcomed to the meeting.

2. DECLARATIONS OF INTEREST

- 2.1 Standing declarations from Dr Alex Bols as Chief of Staff at the University of East Anglia, Helen Fairfoul as a governor at Northumbria University and the Clerk to the Board as an independent consultant working in the HE sector were noted.

3. MINUTES OF THE LAST MEETING

- 3.1 The minutes of the meeting held on 8 May 2025 were **approved** as a correct record subject to a minor amendment at minute 44.3.

4. MATTERS ARISING

- 4.1 Updates to the actions from the last meeting appended to the minutes were **noted**. Verbal updates were provided on the following:

4.1.1 Workforce strategy and gender pay gap (min 40.2, 8 May 2025) – Helen Fairfoul, independent governor, was reviewing and would provide an update to the meeting of the Remuneration Committee being held on 13 October 2025.

4.1.2 Christopher Court (min 39.5i, 8 May 2025) – the Director of Service Delivery reported on the rent and occupancy rates for the next academic year [Confidential minute]

4.1.3 HSBC debenture (min 39.5ii, 8 May 2025) – the CFO was in discussions with HSBC who had requested the financial statements for year ending 31 July 2025. It was expected that the debenture would be released.

5. PRINCIPAL AND CEO'S REPORT

5.1 The Principal and CEO introduced his report tabling latest student number position for the 2025/26 cycle which indicated the College was on course to meet its UG enrolment targets. PG recruitment was affected by external factors but was improving. The Principal and CEO highlighted the following areas from his report:

- research activity,
- progress with the Edith Scorer building (which governors had toured prior to the meeting) and the joint statement that had been released with Bexley Council to address misunderstanding in the community on the future of the site,
- alumni success,
- progress towards meeting the new OfS E6 condition of registration on harassment and sexual misconduct and guidance on Freedom of Speech.

5.2 In response to a governor query the Deputy Principal noted there was a strong culture of encouraging early career researchers at the College and suggested that the Board receive an annual report on the College's research activity. The Academic Board governor agreed there was a supportive research culture at the College.

5.3 A governor asked how the College was managing the potential for student dropout after acceptance of a place. The Principal and CEO noted that the recruitment team had been significantly enhanced and a new CRM introduced to support the student application process. The potential for student dropout had been reflected in the low case student numbers scenario presented in the budget for 2025/26 (item 11 on the agenda).

5.4 A governor asked whether the College had considered applying for research and development funding. The Principal and CEO noted that this would require match funding from the College. The Director of Service Delivery reported that a bid was being submitted to the Office for Students (OfS) for capital funding for Phase 2 of the Edith Scorer building; phase 1 was being funded by the College. The CFO responding to a governor query noted there was a break clause in the lease agreement for the building.

6. STUDENTS' UNION (SU) ANNUAL REPORT 2024/25

6.1 The Chair prefaced the item by noting that the matters raised in the paper for 2025/26 were for discussion with management. The SU President introduced his report for 2024/25 highlighting the events held by the SU during the year, societies, student space, financial update, the Presidents activities and priorities, progress towards updating the SU constitution and its strategic plan for 2025/26. He extended his thanks to the College for its support.

6.2 The Principal and CEO in response to one of the proposals for 2025/26 suggested the SU give thought to the timing of the Symposium and how it might interface with the local community. Discussions would continue outside of the meeting on the other matters highlighted. The Chair thanked the SU President for his report and congratulated him on an active and successful year.

7. STRATEGIC PLAN 2024-2027 KPI REPORTING AND DEEP DIVE

- 7.1 The Deputy Principal introduced the update on progress towards achieving the strategic plan 2024-2027 and the 'deep dives' on the People and Development key performance indicators (KPIs). Whilst the assessments for achieving target were 'amber' (some concerns; being monitored or managed, but not critical) all were assessed as 'green' (on track; no issues) in achieving the year 1 milestones.
- 7.2 A governor commended the KPI reporting framework and suggested that it could be further improved by providing a commentary on the assessment of achievement including the impact of the work being undertaken and how it was driving change. Also that the KPIs reflected what was easy to measure rather than what was important to measure. For example KPI06 - complete 100% of personal development reviews (PDRs) – would be easy to measure but what was important was how PDRs were driving an improvement in staff performance. The Deputy Principal agreed to review how progress was reported and how the KPIs might be refined for years 2 & 3.

Action: Deputy Principal

8. RISK MANAGEMENT

- 8.1 The CFO drew the Board's attention to the discussion that had taken place at the Audit and Risk Committee (ARC) on the risk register (item 14 on the agenda); further work would be undertaken for review at the next ARC meeting.

9. ANNUAL HR (PEOPLE AND TALENT) REPORT

- 9.1 The CFO introduced the report noting that it followed the format of the previous year and due to the lack of HR systems it required manual generation. The Chair commented on the information that it would be helpful to provide in the report including the need for trend data and analysis and suggested using sector benchmarks where available. Helen Fairfoul suggested a people 'dashboard' as part of the workforce review noting that the lack of HR systems meant there was a limit on what could be measured. The Academic Board governor, referring to the information provided on the pay review, agreed prior years data and context was needed. The CFO thanked governors for their input and would revise the report for review by the Board at the next meeting.

Action: Chief Financial Officer

10. STUDENT RECORD SYTEM

- 10.1 Jakki Bardsley, Head of Academic Data Systems and Statutory Returns joined the meeting and introduced the progress report on the implementation of the Student Record System Unit-e. The project was in a positive position with the 'go-live' date planned for 30 July 2025 and a 'Go/No-go' meeting scheduled for 17 July 2025. Work continued on data migration which had been challenging with a decision taken to focus on critical fields. Staff training continued, user acceptance of online services portals for the 2026/27 admissions cycle was in final stages and development of 'middleware' to connect the College's ID cards to Unit-e and college servers was underway with a 'Plan B' also being considered. The development of online academic portals had been delayed to September due to the data migration challenges.
- 10.2 The Principal and CEO extended his thanks to Jakki for her work on what was a significant project for the College and congratulated her on her recent appointment as Academic Registrar; her start date in that role would be phased and an investment in the data team was planned. With the thanks of the Chair for the assurance provided by her report Jakki Bardsley left the meeting.

11. FINANCIAL UPDATE 2024/25

- 11.1 The CFO updated the Board on the projected outturn for the 2024/25 financial year which was forecasting a small increase in the projected deficit. In response to a query from a governor as to whether staff savings were structural or recurrent the CFO advised they were structural and had in part been offset by temporary staff costs. The College continued to work towards a 'break even' position reviewing capitalisation of costs and being prudent on production costs. In response to a governor query on the College's cash position the CFO responded that the College's policy of having 30 days liquidity would not be breached. The Board **noted** the 2024/25 financial update.

12. BUDGET 2025/26

- 12.1 The CFO updated the Board on the projected budget for 2025/26 showing low case and high case scenarios depending on student recruitment. In response to a governor query on the level of confidence in the scenarios the CFO noted that there would be a second presentation of the Foundation course in 2025/26 and that there would be further structural staff cost savings. The staff governor asked about the proposed introduction of a levy on international student fees. This was not yet implemented in law but if it were to be the College would have to consider increasing its international student fees. The Board **noted** the update on the 2025/26 budget.

13. AUDIT AND RISK COMMITTEE

- 13.1 The Chair of the Audit and Risk Committee reported on the meeting that had taken place on 26 June 2025 noting the Committee had considered internal audit reports on cyber security and financial management and reviewed the Audit Plan for 2025/26 bringing forward the Health & Safety audit.
- 13.2 The Board:
- **noted** the minutes of the meeting of the Audit and Risk Committee held on 26 June 2025
 - **approved** the appointment of Venthams as external auditors for the financial year ending 31 July 2025, their fee and the delegation of authority to the CFO to sign the engagement letter.

14. IT SUPPORT RENEWAL

- 14.1 Sophie Whitam, Senior Account Manager, John Redfern, CEO and Pat Ramsden, Solutions Architect (online) from ITRM joined the meeting. The CFO introduced the proposal from the College Executive Group to renew the IT support contract with ITRM for a period of three years with an increase in cost reflecting an increase in the support to be provided including an extension in the hours supported and dedicated on-site support.
- 14.2 The ITRM Solutions Architect briefed the Board on the work being undertaken on cyber security following the recent internal audit report. A governor commented on the need for penetration testing, an understanding of the College's critical IT systems and assurance that system recovery plans were in place. ITRM confirmed that they could support the College with this. In response to a governor query ITRM confirmed that were managing support for third party systems.
- 14.3 The Board **approved** the appointment of ITRM for three years (2025/26 – 2027/28) at the cost set out in the paper. ITRM left the meeting.

15. ANNUAL HEALTH & SAFETY (H&S) REPORT

- 15.1 The Principal and CEO introduced the report which had been compiled by the Estates Manager. There had been improvement in reporting with further work required on sickness reporting and on risk assessments for academic trips. There had been a reduction in workplace incidents and the six near misses had related to a single student. In addition to the internal audit of H&S that had been brought forward to 2025/26 the Principal and CEO was conducting his own review.
- 15.2 A governor asked what the evacuation time was for the theatres and whether the College had sufficient resource to manage H&S activity. The Principal and CEO would come back to the governor regarding evacuation times and noted that there was likely to be a need to increase spending on general maintenance. In response to a further query it was noted that asbestos was present in the tiles on the Edith Scorer building. The Deputy Principal noted that the action being taken to respond to the new E6 OfS condition of registration on harassment and sexual misconduct would include review of policy on academic visits.
- 15.3 The Board **noted** the H&S annual report.

16. GOVERNANCE AND NOMINATIONS COMMITTEE

- 16.1 The Chair of the Governance and Nominations Committee gave a verbal update on the meeting that had taken place earlier that day. Following discussion between the outgoing and incoming chairs the Committee had agreed a start date for the incoming chair of 23 October 2025, being the date of the next Board meeting, a term of four years and the alignment of her second term of office as governor with her term as Chair of the Board. The incoming Chair would be invited to attend the meeting of the Remuneration Committee scheduled for 13 October 2025 as an incoming member of that committee.
- 16.2 The Committee had discussed the appointment of new governors and agreed the skills required included a chartered accountant, someone with legal experience and someone from the data and digital technology industry. Governors were invited to send the names of any potential candidates to the Principal and CEO.

Dr David Reid left the meeting

- 16.3 The Committee had discussed potential candidates for appointment as Chair of the Audit and Risk Committee and proposed the appointment of Dr David Reid. Following discussion the Board:
- **approved** the appointment of Dr David Reid as Chair of the Audit and Risk Committee for the remainder of his first term as governor.
 - **agreed** that the Governance and Nominations Committee review the process for appointing committee chairs.

Action: Clerk to the Board

Dr David Reid rejoined the meeting.

- 16.4 The Committee had also discussed the reviews of governor performance to be undertaken in 2025 which the outgoing Chair would complete and a mapping of the College's governance practices to the Committee of University Chairs Code of HE Governance. The Clerk would be undertaking the annual governor declaration of interests update over the summer.

17. ACADEMIC BOARD

17.1 The Principal and CEO reported that the most recent meeting of the Academic Board had been cancelled due to the poor quality of the papers. He had taken Chair's Action on the curriculum review and qualification validations. Noting that a member of the Academic Board was a governor there was a need to strengthen the link between the Academic Board and the Board. The Clerk would be reviewing this in the next academic year.

18. OFFICE FOR STUDENTS REGULATOR UPDATE

18.1 The Board **noted** the Office for Students regulatory update.

19. ANY OTHER BUSINESS

19.1 The Principal and CEO reported to the Board on the publication of a Scottish Funding Council report into the financial collapse of the University of Dundee which included findings on poor financial judgement, lack of agility, lack of financial monitoring and weak governance. The Clerk would circulate a link to the report to the Board.

Action: Clerk to the Board

19.2 The Principal and CEO also extended his thanks to the Chair, Jennifer Sims, for her service to the Board, noting that there would be further opportunity to mark it formally prior to her retirement.

20. DATE OF NEXT MEETING

20.1 The Board **noted** the dates of the 2025/26 meetings, all starting at 2.00pm:

- 23 October 2025
- 4 Dec 2025+AGM
- 22 January 2026+Away Day
- 19 March 2026
- 7 May 2026
- 9 July 2026

Dawn Turpin
Clerk to the Board
24 July 2025

Summary of actions:

Minute 7.2, Deputy Principal	- review KPI reporting
Minute 9, CFO/Clerk	- review the format of the HR annual report and resubmit to the next meeting of the Board being held on 23 October
Minute 16.3, Clerk	- Governance and Nominations Committee to review the process for appointing committee chairs
Minute 19.1, Clerk	- circulate a link to the report into the governance failure at the University of Dundee to the Board.