

Confirmed Minutes

Governing Body

Held on Thursday 12 November 2020, virtually via Microsoft Office Teams.

Present	Julia Unwin DBE	Chair
	Steve Milner	Deputy Chair
	Jamie Andrews	Governor
	Jon Hammond Booth DL	Governor
	Professor Karen Bryan OBE	Governor
	The Rt Revd Dr Tom Butler	Governor
	Cath Clelland MBE	Governor
	Russell Davidson	Governor
	Dr Rob Edgar	Governor (M01/20 – M30/20)
	Richard France	Governor
	Professor Graham Henderson CBE DL	Governor
Maggie Pavlou	Governor	
Apologies	Mohammed Ali OBE	Governor
	The Rt Revd Paul Ferguson	Governor
	Mark Fordyce	Governor
	The Rt Revd Dr Jonathan Frost	Governor
	Ian Wallace	Governor
In attendance	Rob Hickey	Chief Operating Officer (M01/20 – M30/20)
	Andrew Mulholland	Director Governance Assurance and Compliance
	Professor Susan Orr	Pro Vice Chancellor Learning and Teaching
	Dr Amanda Wilcox	University Secretary
	Sally-Ann Long	Minuting Secretary

01/20 Welcome and apologies

The Chair welcomed everyone, in particular Professor Susan Orr, Pro Vice Chancellor for Learning and Teaching, who had recently joined the University.

Apologies were noted.

As no requests to bring forward starred items from Part 2 of the agenda had been received, items M31/20 onwards were noted without discussion.

02/20 Declarations of interest

There were no declarations of interest.

03/20 Governing Body membership, Statement of Primary Responsibilities and Schedule of Business

Paper GB.20.01.01 was received.

The University Secretary, Dr Amanda Wilcox, introduced the documents which had been reviewed at the Governance and Nominations Committee in September. Governing Body noted its updated membership.

No changes to the Statement of Primary Responsibilities had been proposed however, Governing Body noted that Governance and Nominations Committee would review the new CUC HE Code of Governance at its next meeting, and as a result may recommend some changes. These would then be brought to Governing Body for consideration.

The Schedule of Business had been updated to reflect developments in the University's business cycle.

Governing Body **noted** its updated membership and **approved** its Statement of Primary Responsibilities and its Schedule of Business for 2020/21.

04/20 Minutes of meeting held on 9 July 2020

The reserved and the unreserved minutes of the meeting held on 9 July 2020 were **approved** as an accurate record.

05/20 Matters arising

- .1 **84/19 Scheme of Delegation:** Governing Body noted that the Scheme of Delegation would be reviewed formally by the Governance and Nominations Committee meeting in June 2021.
- .2 **102/19 Remuneration Committees (reserved minutes):** Governing Body noted that the Remuneration Committees had not been required to meet in October 2020.

06/20 Chair's report

Reserved minute: strictly confidential and foi exempt

07/20 Vice Chancellor's Strategic update

Reserved minute: commercially sensitive and foi exempt

08/20 Students' Union President's report

Paper GB.20.01.05 was received.

The Students' Union (SU) President, Jamie Andrews, spoke to his written report, and highlighted the way in which the Students' Union had adapted its activities to continue to provide for the needs of students and facilitate the 'student experience' despite the restrictions of the pandemic.

Welcome Week had been positively received and a large number of activities had taken place outdoors, alongside online and indoor activities. A series of online events had since been set up, including quizzes, games and drop-in chats, to support and encourage students to stay connected.

Two new part time officers, a Women's Officer and a London Campus Officer, had recently been elected. A sports and societies council had been set up to facilitate collaborative discussion and teamwork across the Union's sports and societies.

The Plan Safe, Drink Safe, Home Safe campaign had focused this year on how to socialise safely in the city. The Students' Union had worked with YSJ Active and the School of Science, Technology and Health, to develop a list of online activities for the second lockdown. A charity fundraising virtual challenge race to the North Pole had been launched.

The Students' Union had undertaken the assessment for the Investors in People Established level of accreditation. The outcome would be confirmed in November. [Secretary's note: this has now been achieved]

The President had taken part in a number of interviews with BBC Radio York, most recently following the release of government guidance on the movement of students over the Christmas period.

The Chair thanked the Students' Union for the report, and re-affirmed Governing Body's commitment to listening to the student voice.

Governing Body **noted** the report.

09/20 Audit Committee report

Paper GB.20.01.06 was received.

The Audit Committee had met on 25 September and 23 October 2020. The Chair of the Committee, Steve Milner, spoke to the report. The Committee had agreed a process and timeline for the appointment/re-appointment of the external and internal auditors, both of whose contracts were due to end next year. A recommendation would be brought to Governing Body for approval in March.

The Committee had reviewed a number of internal audit reports, and had welcomed the recent progress review on the University's Degree Apprenticeship Programme. The Committee had received presentations on the way in which the University had managed the risks posed by the Covid-19 pandemic, and on the process the University had in place for assessing, managing and monitoring risks.

Finally, at its October meeting, the Committee had reviewed a series of reports in relation to the end of year financial statements. The Committee's annual report to the Vice Chancellor and the Governing Body had been provided in part 2 of the papers (M34/20 refers). The report outlined the work undertaken by the Committee to inform its opinion on the adequacy and effectiveness of the University's systems for risk management, internal control and governance, on value for money and on the management and quality assurance of data.

Governing Body **noted** the report.

10/20 Letter of Representation from Governing Body to External Auditors KPMG 2019/20

Paper GB.20.01.07 was received.

The Chair of Audit Committee, Steve Milner, reminded governors of the purpose of the Letter of Representation from the Governing Body to the External Auditors KPMG. At the request of Audit Committee last year, a background report outlining the evidence and sources of assurance for each of the statements in the Letter had

also been provided. Audit Committee had reviewed the Letter at its meeting on 23 October 2020 and had agreed to recommend it to Governing Body for approval.

Governing Body **approved** the Letter of Representation from the Governing Body to the External Auditors KPMG 2019/20.

11/20 Year-End Report from External Auditors KPMG 2019/20

Paper GB.20.01.08 was received

The Chair of Audit Committee, Steve Milner, introduced the Year-end report from the External Auditors. The report represented a good outcome for the University.

The Chief Operating Officer, Rob Hickey, reported that no material issues had arisen during the course of the year-end audit. The report had been presented in draft, due to the ongoing discussions between audit firms and the Department of Education over guidance in relation to the way in which access and participation funding should be considered. The report had highlighted two areas of increased risk; one around the 'going concern' judgement which reflected the sector-wide position, and the second in relation to accounting for capital transactions, due to the volume and scale of transactions during the 2019/20 year.

Audit Committee had reviewed the report and had agreed to recommend it to Governing Body for approval with delegated authority to the Chair of the Governing Body to approve any final amendments once guidance over the access and participation funding had been agreed.

Governing Body **approved** the Year-End Report from the External Auditors KPMG 2019/20, and **agreed** to delegate authority to the Chair of the Governing Body to approve any final amendments.

12/20 Annual Accountability Return to Office for Students (OfS): Research Return and Assurance Return

Paper GB.20.01.09 was received.

Governing Body **noted** that the Office for Students (OfS) had confirmed that the University was not required to submit the Research Return or the Assurance Return this year.

13/20 York St John University Financial Report 2019/20

Paper GB.20.01.10 was received.

The Chief Operating Officer, Rob Hickey, introduced the University's Financial Report 2019/20. The report had been scrutinised by both the Finance and Capital Development and the Audit Committees. As noted at Audit Committee, the wording around the 'going concern' judgement had since been revised. No material change had been made. The revised wording had been shared with Audit Committee members, who had agreed to recommend the report to Governing Body for approval.

Governing Body **approved** the York St John University Financial Report 2019/20.

14/20 Finance and Capital Development Committee report

Paper GB.20.01.11 was received.

The Finance and Capital Development Committee had met on 14 October 2020. The Chair, Richard France, confirmed the co-option of Ann Allen MBE to the Committee for an initial term of three years.

The Committee had considered the University's Campus, Digital, and Student Residential Accommodation strategies. These had been provided in part 2 for information (M36-38/20 refers).

The Committee had also received its annual report on residential income and expenditure and had noted that flexible nomination agreements with private accommodation providers were in place to meet any short-term needs.

The Committee had reviewed the University's financial key performance indicators and benchmarking information, both of which had indicated that the University continued to be in a relatively strong position.

The Chair thanked the Chief Operating Officer, Rob Hickey, and the Director of Finance, Joe McCarthy, and his team, for all their hard work over the recent months.

Governing Body **noted** the report.

15/20 OfS Financial Monitoring Returns

Paper GB.20.01.12 was received.

The Chief Operating Officer, Rob Hickey, reported that the OfS had extended the deadline for the financial monitoring return due to the impact of the Covid-19 pandemic. The return had been scrutinised by the Finance and Capital Development Committee which had agreed to recommend it to Governing Body for approval, with delegated authority to the Chair of Governing Body and the Vice Chancellor as the 'Accountable Officer' to approve the final version.

Governing Body **approved** the OfS financial monitoring return and **agreed** to delegate authority to the Chair of Governing Body and to the Vice Chancellor, as Accountable Officer, to approve the final version.

16/20 Revenue and capital budget for 2020/21

Paper GB.20.01.13 was received.

The draft revenue and capital budget had been reviewed by the Governing Body in July 2020. The Chief Operating Officer, Rob Hickey, reminded Governing Body of the University's financial position at that time, and reported on developments since. Governing Body noted with some concern the proposed starting point for the 2020/21 budget of a £1.26m deficit.

The Chief Operating Officer drew governors' attention to the University's analysis of financial risk detailed in Appendix A. Key risks included refunds associated with student accommodation and tuition fees. The ongoing risk of retention and

withdrawals had been managed. However, as reported earlier, there was a potential risk of above average numbers of withdrawals post-Christmas.

The draft capital and revenue budget 2020/21 had been reviewed by the Finance and Capital Development Committee which had agreed to recommend it to Governing Body for approval. In addition, it had been suggested that Finance and Capital Development Committee be given delegated authority by the Governing Body to approve any significant changes to the budget in-year.

Governing Body noted that the Committee would now receive an update on the five-year forecast at each of its meetings.

In answer to a question, it was confirmed that the University's financial metrics were more positive than others in the sector. However, the University is still projecting a budget deficit for the coming year.

Governing Body **approved** the revenue and capital budget for 2020/21.

Governing Body **agreed** to delegate authority to the Finance and Capital Development Committee to approve any extraordinary changes to the budget in-year.

17/20 Five-year forecast 2020/21 – 2024/25

Paper GB.20.01.14 was received.

The Chief Operating Officer, Rob Hickey, reported that the Covid-19 pandemic had had a material impact on the University's five-year forecast. The revised forecast continued to be aligned to the Strategy 2026.

Finance and Capital Development Committee had reviewed the five-year forecast and had agreed to recommend it to Governing Body for approval.

Governing Body **approved** the five-year forecast 2020/21 – 2024/25.

18/20 Capital investment plan 2020/21 – 2022/23

Paper GB.20.01.15 was received.

The Chief Operating Officer, Rob Hickey, reported that capital investment planning had been brought in line with budget planning. There had been no major changes since Governing Body had reviewed the capital investment plan in March 2020. Key areas for investment continued to be the Creative Centre and the Digital Strategy. Other smaller projects included a move to agile working, which supported the University's direction of travel in relation to the use of the York campus. It was confirmed that the capital investment plan fully reflected the costs associated with the Campus, Digital and Student Residential Accommodation strategies.

Finance and Capital Development Committee had reviewed the capital investment plan and had agreed to recommend it to Governing Body for approval.

Governing Body **approved** the capital investment plan 2020/21 – 2022/23.

19/20 York St John University Financial Regulations 2020

Paper GB.20.01.16 was received.

The Chief Operating Officer, Rob Hickey, confirmed that minor changes had been proposed to reflect recent appointments and changes in job roles and titles.

Governing Body **approved** the York St John University Financial Regulations.

20/20 People Committee Report

Paper GB.20.01.17 was received.

The People Committee had met on 6 October 2020. The Chair, Jon Hammond Booth, reported that the Committee had reviewed and endorsed the Communications Strategy which had been provided in part 2 of the papers (M39/20 refers).

The Committee had discussed the proposals for student accommodation fees for 2021/2022. The proposals had been agreed, subject to further reflection by the Executive Board on the potential political and reputational risks of adopting the fee structure proposed. The Vice Chancellor confirmed that the Executive Board had reflected further but had decided to implement the fee structure as agreed, noting that the increase at City Residence had previously been agreed as part of the business case for refurbishing and upgrading the accommodation. The Vice Chancellor confirmed the University remained compliant with and fully committed to providing accommodation in line with the National Union of Students' (NUS') affordable rents policy.

Governing Body **noted** the report.

21/20 Governance and Nominations Committee Report

Paper GB.20.01.18 was received.

The Governance and Nominations Committee had met on 16 September 2020. The Chair, Julia Unwin, reported that the Committee had reviewed the constitutions and terms of reference for Governing Body committees. Governing Body noted that an effectiveness review would be carried out next year.

Governing Body **noted** the report.

22/20 Governing Body committees' constitutions and terms of reference

Paper GB.20.01.19 was received.

Governing Body **approved** the Governing Body committees' constitutions and terms of reference.

23/20 Foundation Committee report

Paper GB.20.01.20 was received.

The Committee had met on the 5 October 2020. The Chair, The Rt Revd Dr Tom Butler, reported that it had received a presentation on the University's Military

Human project, as well as annual reports from the Chaplaincy, and on Theology and Religious Studies academic activity.

As the May 2020 meeting had been cancelled, the Committee received a number of other annual reports including on the Students' Union's (SU's) faith and culture societies and student demographic data. The Committee noted the increase in the number of Hindu students, and the ongoing challenges of recruiting local Muslim students.

The University's carol service would be online this year, on Thursday 10 December 2020. An invitation would be sent to governors in due course.

The Chair thanked the University for the Remembrance Celebration that had been screened yesterday, 11 November 2020.

Governing Body **noted** the report.

24/20 Academic Board report

Paper GB.20.01.21 was received.

Academic Board had met on 30 September 2020.

Governing Body **noted** the report.

25/20 Academic Board constitution and terms of reference

Paper GB.20.01.22 was received.

Academic Board had reviewed its constitution and terms of reference and had agreed to recommend it to Governing Body for approval.

Governing Body **approved** the Academic Board constitution and terms of reference.

26/20 Degree outcomes statement

Paper GB.20.01.23 was received.

The Chair of Academic Board, Professor Karen Bryan, reported that the OfS now required Universities to publish a degree outcomes statement. Governing Body had reviewed the University's draft statement at the annual meeting with the University's Academic Board earlier in the year. Since then, the University had been able to reflect on its draft in light of the published statements from other universities.

Governing Body noted that the statement was a regulatory requirement rather than a marketing or promotional document. The statement brought together information about the University's processes around assessment, including marking, the reporting of results, and the use of External Examiners, all of which were already publicly available on the University's website. Some risk areas had also been highlighted, for example changes to the University's compensation policy which might affect degree outcomes, and which could potentially be seen to lead to grade inflation.

In answer to a question, it was confirmed that the statement did not present the University with any difficulties or challenges. The exercise had given the University the opportunity to check that the content of its documentation was consistent and up to date.

Academic Board had considered the Degree Outcomes Statement at its meeting and had agreed to recommend it to Governing Body for approval.

Governing Body **approved** the Degree Outcomes Statement.

27/20 Health, Safety and Wellbeing Committee report

Paper GB.20.01.24 was received.

The Governor in attendance at the Committee, Maggie Pavlou, introduced the report and commended the University's approach to health, safety and wellbeing. A query had arisen at the meeting around responsibilities for health and safety assessments in Schools, and it had been confirmed that these were the responsibility of the School Operations Managers. In answer to a query on ventilation, it had been confirmed that rooms were automatically ventilated.

Governing Body **noted** the report.

28/20 Annual health and safety report

Paper GB.20.01.25 was received.

The Annual health and safety report had been considered by the Health, Safety and Wellbeing Committee.

Governing Body **noted** the report.

29/20 Prevent Duty report

Paper GB.20.01.26 was received.

The University Secretary, Dr Amanda Wilcox, introduced the University's annual report and risk assessment which demonstrated the University's approach to its responsibilities under the Prevent Duty. The University's draft submission to the OfS, based on the evidence in the report, had also been provided.

The report outlined the work undertaken by the University against the headings required by the OfS. The University Secretary highlighted the training that had been given to the University's local safeguarding officers, reinforcing the link between the safeguarding of vulnerable adults and the Prevent duty.

The University's risk assessment demonstrated the University was low risk. The University had been mindful of the increased risk of online radicalisation as a result of the move to online teaching and learning in March. No serious incidents had been required to be reported to the OfS during 2019/20.

In answer to a question, it was confirmed that the same training had been given to staff at the London campus.

Governing Body **approved** the University's submission to the OfS.

30/20 Modern Slavery and Human Trafficking Statement

Paper GB.20.01.27 was received.

The University Secretary, Dr Amanda Wilcox, introduced the University's Modern Slavery and Human Trafficking Statement. The University reviewed the Statement on an annual basis. The Statement outlined the steps undertaken by the University to combat modern slavery throughout its supply chains. The Statement had been updated to include reference to the University's Institute for Social Justice, which had been launched in July 2020. The Institute would facilitate research, projects and partnerships, which would help pursue and promote a fairer society.

Governing Body **approved** the Modern Slavery and Human Trafficking Statement.

31/20 CUC HE Code of Governance 2020

Paper GB.20.01.28 was received.

The University Secretary, Dr Amanda Wilcox, introduced the updated version of CUC HE Code of Governance which had been published in September 2020. An analysis had been undertaken which had demonstrated that the University's governance arrangements continued to reflect best practice. However, opportunities for further enhancements around engagement and diversity of thought, would be taken forward as part of the Governing Body effectiveness review next year. In the meantime, it was recommended that Governing Body adopt the updated Code.

Governing Body **agreed** to adopt the CUC HE Code of Governance 2020.

32/20 Office for Students (OfS) reportable events

Paper GB.20.01.29 was received.

It was reported that in March 2020 the OfS had revised its requirements for reportable events. The revised guidance included two new reportable events relating to 'short-term financial risk' and the 'cessation or suspension of the delivery of higher education, including the inability to award qualifications or credit'.

Governing Body **noted** that in the light of the new guidance, the University had notified the OfS of its decision to offer a deferred placement for some initial teacher education students, due to school closures during the first national lockdown.

33/20 Letter of Representation from the Vice Chancellor to the Governing Body

Paper GB.20.01.30 was received.

The Letter of Representation had been approved at Audit Committee on 23 October 2020. The Letter provided the assurance required by the Governing Body to approve the Letter of Representation from the Governing Body to the External Auditors KPMG (M10/20 refers).

Governing Body **noted** the Letter of Representation from the Vice Chancellor to the Governing Body.

34/20 Annual report from Audit Committee to the Vice Chancellor and Governing Body for financial year 2019/20

Paper GB.20.01.31 was received.

The Audit Committee was required by the OfS to report annually to the Vice Chancellor and Governing Body on its activities. The Annual report had been approved by the Audit Committee on 23 October 2020. Appendix 1 provided a summary of the sources of assurance used by the Committee in reaching its opinion.

Governing Body **noted** the Annual Report from the Audit Committee to the Vice Chancellor and Governing Body for the financial year 2019/20

35/20 Annual report from Internal Auditors 2019/20

Paper GB.20.01.32 was received.

The annual report from the Internal Auditors 2019/20 had been considered by the Audit Committee at its meeting on 23 October 2020.

Governing Body **noted** the overall opinion of the internal auditors for 2019/20 that the University had in place an adequate and effective framework for risk management, governance, internal control and economy, efficiency, and effectiveness.

36/20 Campus Strategy 2020-2026

Paper GB.20.01.33 was received.

The Campus Strategy 2020-2026 had been considered and endorsed by the Finance and Capital Development Committee at its meeting on 14 October 2020.

Governing Body **noted** the Campus Strategy 2020-2026.

37/20 Digital Strategy 2020-2026

Paper GB.20.01.34 was received.

The Digital Strategy 2020-2026 had been considered and endorsed by the Finance and Capital Development Committee at its meeting on 14 October 2020.

Governing Body **noted** the Digital Strategy 2020-2026.

38/20 Student Residential Accommodation Strategy 2020-2026

Paper GB.20.01.35 was received.

The Student Residential Accommodation Strategy 2020-2026 had been considered and endorsed by the Finance and Capital Development Committee at its meeting on 14 October 2020.

Governing Body **noted** the Student Residential Accommodation Strategy 2020-2026.

39/20 Communications Strategy 2020-23

Paper GB.20.01.36 was received.

The Communications Strategy 2020-23 had been considered and endorsed by the People Committee at its meeting on 6 October 2020.

Governing Body **noted** the Communications Strategy 2020-2023

40/20 Student accommodation rents

Paper GB.20.01.37 was received.

The proposed student accommodation rents had been considered and approved by the People Committee at its meeting on 6 October 2020, subject to further reflection by the Executive Board (M20/20 refers).

Governing Body **noted** the approved student accommodation rents.

41/20 Minutes of Governing Body committees, Academic Board and the Health, Safety and Wellbeing Committee.

Papers GB.20.01.38 – 47 were received and noted.

- .1 Academic Board – 24 June 2020 (confirmed)
- .2 Academic Board – 30 September 2020 (unconfirmed)
- .3 Audit Committee – 25 September 2020 (confirmed)
- .4 Audit Committee – 23 October 2020 (unconfirmed)
- .5 Finance and Capital Development Committee – 14 October 2020 (unconfirmed)
- .6 Foundation Committee – 5 October 2020 (unconfirmed)
- .7 Governance and Nominations Committee – 16 September 2020 (unconfirmed)
- .8 Health, Safety and Wellbeing Committee – 21 October 2020 (unconfirmed)
- .9 People Committee – 6 October 2020 (unconfirmed)
- .10 Governing Body Discussion Day – 2 October (notes)

42/20 Any Other Business

Governing Body reflected on the recent announcement that GCSE, AS and A level exams in Wales in 2021 had been cancelled. Although the current approach in England was that exams would go ahead the Executive was mindful that this could change.

The Chair closed the meeting by thanking everyone for attending and encouraged governors to continue to engage with the University via the Vice Chancellor's weekly emails.

43/20 Dates of next meetings**Thursday 25 March 2021**

10:00 Chapel Service

10:30 Governing Body meeting

13:30 Lunch and briefing/discussion

Discussion day and joint meeting with Academic Board

Thursday 29 April 2021

Thursday 15 July 2021

10:00 Chapel Service

10:30 Governing Body meeting

13:30 Lunch and briefing/discussion