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| Confirmed Minutes – including reserved items. Board of Governors | | | |
| Held on 25 March 2022, at 09:30 | | | |
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| Present: | **Dame Julia Unwin**  **Maggie Pavlou**  **Jennifer Adams**  **Neil Braithwaite**  **The Rt Revd Richard Frith**  **Professor Karen Bryan OBE**  **Jamie Andrews**  **Mohammed Ali OBE**  The Rt Revd Paul Ferguson  Mark Fordyce  Professor Graham Henderson CBE DL | **Chair of the Board of Governors**  **Deputy Chair of the Board of Governors**  **Chair, Audit Committee**  **Chair, Financial & Capital Development Committee and Remuneration Committee**  **Chair, Foundation Committee**  **Vice Chancellor**  **President of the Students’ Union**  **Governor**  **Governor**  **Governor**  **Governor** |  |
| Apologies: | Cath Clelland MBE  Russell Davidson  Ian Wallace | Governor  Governor  Governor |  |
| In attendance: | Rob Hickey  Professor Rob Mortimer  Susan Orr  Dr Amanda Wilcox  Andrew Mulholland | Chief Operating Officer  Pro Vice Chancellor: Research & Knowledge Transfer  Pro Vice Chancellor: Learning & Teaching *(joined at 10:45)*  Pro Vice Chancellor: Governance & Student Life  Director of Governance, Assurance & Compliance |  |
|  | Christopher Howell | Minuting Secretary |  |

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| **45/21** | **Welcome and apologies** | |  | |
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|  | The Chair, Dame Julia Unwin, welcomed everyone and apologies were noted. The Chair added that comments had been received from a Governor who was unable to attend the meeting and she would ensure that they were raised at the appropriate time.  The Board of Governors were advised that there was a different shape to the agenda, which allowed more focus to be spent on those items that required approval at the meeting and on the major strategic issues facing the University. Furthermore, the presentations by the Vice Chancellor and the Pro Vice Chancellor (PVC): Governance & Student Life would provide the Board with an overview of the key issues that currently affected the University and the Higher Education (HE) sector in general. Governors were asked for feedback on the newly shaped agenda which would develop over time. | |  | |
| **46/21**  **47/21**  **48/21**  **49/21** | **Declarations of interest**  **There were no declarations of interest.**  **Minutes of the meeting held on 11 November 2021**  **The minutes were approved as a correct record.**  **Matters arising**  **There were no matters arising.**  **Chair’s report**  **The Chair, Julia Unwin DBE, noted that the graduation ceremonies that took place in February 2022 had been very successful and praised the work and co-operation by the University and York Minster that made this happen.**  **The relaxation of Covid restrictions nationally was highlighted and the Chair commented on the more positive atmosphere around the University that had resulted from this change; however, the potential for future increases in Covid cases, which could potentially have an impact on the University, was noted.**  **The Chair reported on the recent appointments and proposed appointments that directly related to the Board of Governors. This included: the proposed appointment of several new Governors, which would be discussed in a later paper (GB.21.02.27); Dr Ernestine Gheyoh Ndzi being appointed as the new Staff Governor; and, Kathryn Kendon, Academic Registrar, being nominated by the Academic Board to be their representative at future Governance & Nominations Committee meetings.**  **The Chair highlighted the talent and valuable contribution that co-opted members added to the Board of Governors’ Committees, but had recognised that clarity was needed around their role and engagement. Following recent discussions at the Governance & Nominations meeting (10 March 2022), the Chair spoke to two actions that would attempt to provide clarity in the future:**   1. **the role and function of co-opted members was to be made clear. A co-opted member was appointed based on their specialised expertise to support a specific Committee. While co-opted members could go on to become Governors, this should not be guaranteed and they would need to apply through the normal Governor recruitment process.** 2. **the value added by co-opted members needed to be recognised and appreciated more. This would include co-opted members being involved more where appropriate and feedback being provided to the Committees from the Board of Governors to ensure that they could see the impact of their deliberations.**   **The Board of Governors noted the report.** | |  | |
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| **50/21** | **Vice Chancellor’s update**  **Reserved minute: commercially sensitive and Freedom of Information exempt**  Paper GB.21.02.20 was received. |  | | |
| **51/21** | **Annual report of the Students’ Union President** |  | | |
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|  | Paper GB.21.02.21 was received.  The Students’ Union (SU) President, Jamie Andrews, spoke to the paper.  The excellent response to the University’s humanitarian aid collection for the Ukraine crisis was highlighted with over 60 tonnes of donations being collected, sorted, packed and transported. The University was working with the UK charity Vulnerable Citizen Support (VCS).  The Board of Governors were informed of the outcome of the recent SU election. Isabella Robinson was elected as the next SU President. Isabella would work closely with Jamie over next couple of months to ensure an effective transition. Aimee Yeoman, President of Education, and Christian Smith, President of Wellbeing & Diversity, were elected to remain in their current roles. The Chair, Julia Unwin DBE, added that she would be meeting all three in the near future. There was a low turnout for the election, which mirrored the HE sector as a whole.  The SU was working towards the implementation of the new Race Equality Charter with the University, which would support eradicating racism on campus and within the curriculum. The SU were also working to make sure that the reporting process for racism was clear and accessible across all SU sports and activities.  The SU president advised that no specific requests for Ramadan events had been received by the SU, but appropriate space had been provided to enable students to observe Ramadan in a holistic manner.  Varsity events with Leeds Trinity and Sunderland were taking place, which was a positive experience for students following these kinds of events being cancelled last year due to the Covid pandemic.  The Board of Governors thanked the SU President for the report and for the excellent work that the SU had carried out. The Board of Governors **noted** the report. |  | | |
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| **52/21** | **Sector updates and implications**  **Reserved minute: commercially sensitive and Freedom of Information exempt** |  | | |
| **53/21**  **54/21**  **55/21**  **56/21**  **57/21**  **58/21**  **59/21**  **60/21**  **61/21**  **62/21**  **63/21**  **64/21**  **65/21**  **66/21**  **67/21**  **68/21**  **69/21**  **70/21\***  **71/21\***  **72/21\***  **73/21\***  **74/21\***  **75/21**  **76/21**  **77/21** | **Student fees and support 2022-23**  Paper GB.21.02.22 was received.  The Chief Operating Officer, Rob Hickey, spoke to the paper.  The proposed student fee levels for the 2023/24 academic year were outlined. There were only minor changes from the previous year.  On the recommendation of People Committee, the Board of Governors:   1. **approved** fee changes for a small number of programmes based on benchmarking and consultation with the Academic Schools and Professional Service departments. 2. **approved** changes to Bursaries and Financial Support Arrangements, which included: the continuation of the progression scheme from undergraduate level to postgraduate study; a new set of international scholarships designed to underpin significant student number growth; and an increased provision within the Sanctuary Scholarship programme. 3. **noted** that EU students were to be considered as ‘international’ students from 2022/23; they had previously been aligned with ‘home’ student fee levels. 4. **noted** that Apprenticeships courses continued to be priced outside of the fee setting paper. 5. **noted** that Validation and Franchise Fees remained agreed with partner institutions outside of the fee setting paper.   **Pensions Strategy Update**  **Reserved minute: commercially sensitive and Freedom of Information exempt**  Paper GB.21.02.23 was received.  **Capital and IT Developments**  **Reserved minute: commercially sensitive and Freedom of Information exempt**  Paper GB.21.02.24 was received.  **York St John University Financial Regulations 2022 Annual Review**  Paper GB.21.02.25 was received.  The Chief Operating Officer, Rob Hickey, spoke to the paper.  The Financial Regulations were significantly revised in 2021 to reflect the changes required from the implementation of the new financial system OneUni and as a result no further material changes were required under this review.  On the recommendation of Finance & Capital Development Committee, the Board of Governors:   1. **approved** the Financial Regulations 2022. 2. **approved** the continued use of electronic authorisations to approve financial processes, in place of wet signatures where possible; this process was first authorised during the Covid-19 pandemic.   **Annual Quality Report**  Paper GB.21.02.26 was received.  The PVC: Governance & Student Life, Dr Amanda Wilcox, spoke to the paper.  The Annual Quality Report (AQR) provided a summary of the University’s framework for the management of quality and standards and the health of the University’s academic provision.  The Board were informed that the report was previously considered by several committees and their role was to be assured that the University had a robust and appropriate framework for the improvement of the student academic experience and student outcomes, as well as being confident that the standards of awards had been appropriately set and maintained.  The risk assessment contained no red elements, compared to three the previous year. The Board were pleased that improvements were clearly visible, which reflected that the process was working well.  The Board queried if the pending papers being noted as of the 29 November 2021 in Appendix 2 could now be updated. The PVC: Governance & Student Life advised that this would be followed up.  On the recommendation of Academic Board and Audit Committee, the Board of Governors **approved** the Annual Quality Report 2020-21.  **Governor Appointments**  **Reserved minute: commercially sensitive and Freedom of Information exempt**  Paper GB.21.02.27 was received.  **‘Governing Body’ to be referred to as ‘Board of Governors’**  Paper GB.21.02.28 was received.  The Chair, Julia Unwin DBE, spoke to the paper.  The proposal was made to use the term ‘Board of Governors’ rather than ‘Governing Body’ to better define the role of Governors and align with the University’s Articles of Association and to similar institutions.  On the recommendation of Governance & Nominations Committee, the Board of Governors **approved** the use of the term ‘Board of Governors’, rather than ‘Governing Body’ going forward.  **Governance & Nominations Committee Report**  Paper GB.21.02.29a was received.  Governance & Nominations Committee met on 10 March 2022. The Chair of the Committee, Julia Unwin DBE, spoke to the paper and highlighted that the main items had already been discussed through other papers in this meeting (GB.21.02.27, GB.21.02.28 and GB.21.02.29b).    The Board of Governors **noted** the Committee’s report.  **Board of Governors and Committee dates for 2022-23.**  Paper GB.21.02.29b was received  The Chair of the Committee, Julia Unwin DBE, spoke to the paper.    The Board were advised that the intention was to commence next year’s Committee meetings at 09:30am. This proposal was based on a recommendation by The Good Board in order to attract a wider range of potential Governors. Governors were asked to email either the Chair or the PVC: Governance & Student Life, if this caused them any issues. It was confirmed that Committee meetings would start at 10:30am for the remainder of the year (unless informed otherwise), other than the Board of Governors meeting on the 14 July 2022, which would start at 09:30am.  The Board of Governors **noted** the Committee dates for 2022-23.  **Audit Committee Report**  Paper GB.21.02.30 was received.  The Audit Committee met on 04 March 2022. The Chair of the Committee, Jennifer Adams, spoke to the paper and highlighted that the main item was the Annual Quality Report, which was discussed earlier in this meeting (GB.21.02.26).  The Board were informed that the Committee had no current concerns regarding risk management and compliance. Ongoing developments to Transparent Approach to Costing (TRAC) would be monitored and acted upon accordingly.  The Board of Governors **noted** the Committee’s report.  **Finance & Capital Development Committee Report**  Paper GB.21.02.31a was received.  The Finance & Capital Development Committee met on 07 March 2022. The Chair of the Committee, Neil Braithwaite, spoke to the paper and highlighted that the main items had already been discussed through other papers in this meeting (GB.21.02.24 and GB.21.02.25).    The Board of Governors **noted** the Committee’s report.  **Period 5 (P5) Budget and Forecast Report 2020-21**  **Reserved minute: commercially sensitive and Freedom of Information exempt**  Paper GB.21.02.31b was received.  **People Committee Report**  Paper GB.21.02.32 was received.  The People Committee met on 15 February 2022. The Chair of the Committee, Maggie Pavlou, spoke to the paper and highlighted that the main items had already been discussed through other papers in this meeting (GB.21.02.22 and GB.21.02.23).    The Board of Governors **noted** the Committee’s report.  **Remuneration Committee Report**  Paper GB.21.02.33 was received.  The Remuneration Committee met on 15 March 2022. The Chair of the Committee, Neil Braithwaite, spoke to the paper.  At its March meeting, the Remuneration Committee considered sector developments that related to the Committee’s remit and reviewed several of its processes, particularly in relation to the updated HE Senior Staff Remuneration Code.    The Board of Governors **noted** the Committee’s report.  **Academic Board Report**  Paper GB.21.02.34a was received.  The Academic Board met on 15 December 2021 and 09 March 2022. The Vice Chancellor, Professor Karen Bryan, spoke to the paper and highlighted that the main item reviewed was the Annual Quality Report, which was discussed earlier in this meeting (GB.21.02.26).  It was confirmed that Kathryn Kendon was the University’s new Academic Registrar and had been appointed by the Academic Board to be their representative at future Governance & Nominations Committee meetings.  The Board were advised that during the Covid pandemic there had been an increase in the frequency that external essay mill companies had contacted students and offered to complete their academic work for them in exchange for a fee. The University was working hard to make sure students were aware that this was not allowed.  The Board of Governors **noted** the Committee’s report.  **Annual report on actions taken under the Code of Practice for Freedom of Speech**  Paper GB.21.02.34b was received.  The Vice Chancellor, Professor Karen Bryan, spoke to the paper.  In the academic year 2021-22 to date (1 August 2021 to 23 February 2022), 50 external speakers were invited to participate in events on University premises, or to off-campus activities held in the University’s name. Following the initial risk-assessment, two matters were referred to the Decision-Maker due to concern being raised about previous content on their social media pages. Both speakers were subsequently approved by the Decision-Maker to speak at University events.  It was highlighted that a presentation on Freedom of Speech would be delivered at the next Board of Governors’ Discussion Day (08 April 2022)  The Board of Governors **noted** the annual report on actions taken under the Code of Practice for Freedom of Speech.  **Health, Safety & Wellbeing report**  Paper GB.21.02.35 was received.  The Health, Safety & Wellbeing Committee met on 23 February 2022. The Director of Governance, Assurance & Compliance, Andrew Mulholland, spoke to the paper.    The Board were informed that the Committee had approved an updated Health, Safety and Wellbeing policy statement, as well as a revised Fire Safety Policy which had been updated for clarity and was now a more concise and focused document. The agenda and discussion at the Committee demonstrated robust oversight and strong commitment to high standards in relation to health and safety at the University. A query was raised if all fire alarms were appropriate for people that had hearing impediments. The Chief Operating Officer advised that this was the case for most fire alarms, but he would follow this up and provide details after the meeting.  The Board of Governors **noted** the Committee’s report.  **Part E of the Agenda**  The following starred items were in the Part E section of the meeting’s agenda. No request was made for these items to be brought forward and therefore were noted without discussion.  **Governor skills audit report**  Paper GB.21.02.36 was received  The Board of Governors **noted** the report.  **Governor Handbook**  Paper GB.21.02.37 was received  The Board of Governors **noted** the report.  **Compliance with CUC HE Code of Governance**  Paper GB.21.02.38 was received  The Board of Governors **noted** the report.  **Annual report on the University’s Legal Obligations**  Paper GB.21.02.39 was received  The Board of Governors **noted** the report.  **Minutes of the Board of Governors’ Committees, Academic Board and Health, Safety and Wellbeing Committee**  Papers GB.21.02.40a –40g were received and **noted**.   1. Academic Board – 15 December 2021 (unconfirmed) 2. Academic Board – 09 March 2022 (unconfirmed) 3. Audit Committee – 04 March 2022 (unconfirmed) 4. Finance and Capital Development Committee – 07 March 2022 (unconfirmed) 5. Governance and Nominations Committee – 10 March 2022 (unconfirmed) 6. Health, Safety and Wellbeing Committee – 23 February 2022 (unconfirmed) 7. People Committee – 15 February 2022 (unconfirmed)   **Any other business**  The Board of Governors were informed that a new date for the Creative Centre VIP launch was being discussed. And similarly, that there would be a launch event for the new London campus.  **Review of the meeting**  The Board of Governors were happy with how the meeting had progressed following the agenda being reshaped. They also praised the quality of the reports provided.  **Date of the next meetings**  Friday 08 April 2022 - Discussion day  Friday 6 May 2022 - Joint meeting with Academic Board  Thursday 14 July 2022 – Board of Governors meeting. | **AW**  **RH** | | |
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| **ACTION POINTS** | | | |
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| **Minute** | **Action** | **Responsibility** | **Completed** |
| M03/21  M16/21  M21/21  M44/21  M57/21  M58/21  M69/21 | **During Phase Two of Advanced HE’s effectiveness review, to review again if there should be two staff governors.**  **Discussion around risk appetite to be scheduled for the Governing Body.**  **Reserved Minute:**  **Discussion around University’s engagement with schools, colleges and businesses** **to be scheduled for the Governing Body**  **The Board queried if the pending papers being noted as of the 29 November 2021 in Appendix 2 could now be updated.**  **Reserved Minute:**  **A query was raised if all fire alarms were appropriate for people that had hearing impediments.** | AM  AW/AM  RH  AW/AM  AW  CH  RH | Completed |
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