

Confirmed Minutes – including reserved items.

Board of Governors

Held on 03 April 2025, at 09:30

Present:	Dame Julia Unwin Neil Braithwaite Jennifer Adams The Rt Revd Richard Frith Prof. Karen Bryan OBE Abinash Chaudhary Dr Ernestine Gheyoh Ndzi The Very Revd Dominic Barrington Brian Chiyesu Andy Falconer Pauline Waterhouse OBE	Chair of the Board of Governors Deputy Chair of the Board of Governors Chair, Audit & Risk Committee Chair, Foundation Committee Vice Chancellor Student Governor Staff Governor Governor Governor Governor Governor
In attendance:	Prof. Richard Bourne Dr Rob Hickey Kathryn Kendon Prof. Rob Mortimer Mia Bryden Christina Nichols Christopher Howell	Pro Vice Chancellor (PVC): Education Chief Operating Officer University Secretary & Registrar PVC: Research & International Head of Governance and Compliance Director of Strategy & Projects (10:45-11:05 only) Minuting Secretary
Apologies:	Alison Davies Mohammed Ali OBE Andrew Chang Dr Avijit Datta	Chair, People Committee Governor Governor Governor

37/24 Welcome, Apologies, and Chair's Business

The Chair welcomed everyone to the meeting and apologies were noted.

Governors Andrew Chang and Avijit Datta had provided electronic approval for items where Governors had declarations of interest. This was to ensure any decision on these items was quorate.

The agenda covered items on strategic implementation, academic governance, research, and a range of policy and procedure approvals.

The Chair updated the Board on a range of events she had recently attended. This included: a Committee of University Chairs (CuC) meeting with the Office for Students (OfS); a new northern group of the CuC that is focusing on economic regeneration in the region; and, a Universities UK event at the House of Lords.

Governors noted that the Vice Chancellor's Strategic Update agenda item would cover recent national developments relating to franchise provision and freedom of speech in the Higher Education sector. The latter related to the OfS recently fining the University of Sussex for failing to uphold freedom of speech

and academic freedom. The Chair highlighted concerns that the ruling impacted institutions' ability to balance prohibiting abuse, alongside promoting freedom of speech

38/24 Declarations of Interest

The Chief Operating Officer declared an interest in agenda item 14 – Yorkshire Film Archive (YFA) – due to being on the YFA Board. The Board agreed he would leave the room for this item.

Governor Brian Chiyesu declared an interest in item 15 – Governor reappointments – due to being considered for reappointment to the Board. The Board agreed he would leave the room for this item.

The Deputy Chair of the Board of Governors, the Chief Operating Officer, and PVC: Research & International declared an interest in agenda item 19 – YSJ Innovations Ltd. terms of reference – due to being on YSJ Innovations Board of Directors. The Board agreed that the Deputy Chair would sit out the decision making for this item.

39/24 Minutes of the meeting held on 21 November 2024

The minutes from the meeting held on 21 November 2024 was **approved** as an accurate record.

40/24 Matters Arising

There were two matters arising:

1. **M08/24 - Academic Governance:** It was agreed that the Chair of Audit and Risk Committee would share ideas for items of assurance on academic governance with the Chair and University Secretary & Registrar.

The Board of Governors noted that the Chair of Audit & Risk Committee had circulated this information and agreed that the matter could therefore be **closed**.

2. **M29/24 - Cyber security:** Executive Board agreed to review if any further steps were needed for students.

The Chief Operating Officer provided an update on the ongoing work related to cyber security. The Board congratulated the University on the progress that had been made in this area.

The Board of Governors **closed** this matter.

41/24 Strategy: Indicators of Success Progress Report

Paper BoG.24.03.17 was received. The Vice Chancellor spoke to the paper.

The report provided an update on progress against the University for Social Impact Strategy's Indicators of Success.

In relation to 'Score consistently in the top quartile of student satisfaction measures', the University had recently achieved a good position in the International Student Barometer's survey for overall student satisfaction (91%). Furthermore, several projects had commenced that were aligned to this indicator.

The University continued to 'maintain a resilient financial position' against a difficult external environment. This included strong international recruitment for the University's February intake, and an improving student retention rate. The Board praised the University's performance in this area.

Governors acknowledged that empowering 'more students to secure meaningful employment or progress onto further study' was increasingly challenging for the sector, due to the current fragility of the global economy. A range of measures were in place to support students and graduates to achieve positive outcomes e.g., career guidance and short-term placements. Improvements had also been made to University's ability to monitor graduate outcomes data; however, this area continued to be difficult to track for the whole sector.

In the context of societal growth in intolerance and discrimination, the Board highlighted the importance of the University and Students' Union working together to ensure 'students and staff from all cultures and backgrounds feel valued within the York St John community'.

The Board agreed the report was an honest appraisal of the University's current position against the Indicators of Success, as well as providing a clear benchmark against which to measure future progress. Going forward, Governors asked the Executive Board to consider including insights into the direction of travel within each progress indicator.

The Board of Governors received and:

- a) **discussed** the report.

42/24 Vice Chancellor's Strategic Update

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.24.03.18 was received. The Vice Chancellor spoke to the paper.

At each meeting, the Board of Governors receives a strategic update from the Vice Chancellor.

The University's Senior Leadership Team had committed to a series of work-streams aimed at addressing the themes arising from the 2024 staff survey. Recent developments included the commencement of a Strategic Workforce Planning project. This will explore the increasing workforce pressures colleagues are facing and identify a range of longer-term solutions to support a more sustainable distribution of responsibilities and workload.

Recently, the University had held its first Graduation ceremonies in London at the Guildhall. The ceremonies had been well-received.

The Board of Governors received the report and:

- a) **discussed** the update.

43/24 Key discussion item: Research & Innovation

The PVC: Research & International delivered a presentation on Research & Innovation. The item covered the Innovation and Knowledge Exchange Vision, the Research Excellence Framework (REF), the Knowledge Exchange Framework (KEF), and the Higher Education Innovation Funding (HEIF).

The University's Innovation and Knowledge Exchange Vision is 'to be a transformative force for good, leveraging innovation, knowledge exchange, and skills development to address the pressing challenges of our time and empower communities for lasting social impact'.

The Research & Innovation Framework sets the strategic direction for the University in this area. The Framework is underpinned by the Research Office, Post-Graduate Research School and the Business Development Office, and delivered by a range of areas, including:

- the Institute of Social Justice and Institute of Health & Care Improvement;
- 46 Research Groups;
- YSJ Innovations Ltd.; and,
- the Centre for Applied Innovation.

The REF is run by Research England and consists of a peer review judgement approximately every seven years (next submission expected to be in 2028). Work is graded 1* (nationally recognised) to 4* (world leading), with only 3* and 4* work receiving funding. In 2021, York St John experienced the third largest percentage increase in funded research and continues to make progress, especially in relation to 3* research. A mock REF exercise will be carried out in July 2025.

KEF provides Higher Education providers with a useful source of information and data on their knowledge exchange activities, for the purposes of understanding, benchmarking and improving their own performance. Meanwhile, HEIF supports knowledge exchange between Higher Education providers and the wider world that benefits society and the economy. HEIF provides the sector with £260 million to support and develop knowledge-based interactions. The University had set a range of targets in relation to its HEIF return, such as increasing fees received through non-credit bearing courses.

Currently academic staff all had the same type of contract, which committed them to undertake a balance of teaching and research. Alternative contracts would be explored as part of the Strategic Workforce Planning project.

The Board praised the work the University had undertaken to increase its research capacity in recent years.

The Board of Governors received the item and:

- a) **discussed** the presentation.

44/24 Risk Management Policy and Risk Appetite Statement

The Director of Strategy & Projects joined the meeting.

Paper BoG.24.03.19 was received. The Chair of Audit & Risk Committee and the Chief Operating Officer spoke to the paper.

The Board of Governors reviews the Risk Management Policy and the Risk Appetite Statement on an annual basis.

Both documents had been amended to align with the University's new Strategy.

The risk appetite for Environment and Social Responsibility was proposed to increase to support the University's values in this area and encourage innovation.

The Board of Governors received the report and:

- a) **approved** the Risk Management Policy and Risk Appetite Statement.

45/24 Key discussion item: Risk Appetite

The Director of Strategy & Projects delivered a presentation on Risk Appetite. The item was designed to capture Governors' thoughts on how the Risk Appetite Statement might evolve in the future.

All University risks are categorised under one, or more, of the following ten categories: institutional strategy; reputation and compliance; financial; governance; learning, teaching and student experience; research and knowledge exchange; international; people and culture; partnerships and commercial activity; and, environment and social responsibility. It was noted that cyber risks were integrated across all categories.

The Statement sets out the University's risk appetite for each of these categories under the following classifications: avoidance of all risks; preference for a low-risk approach; preference for a balanced approach; accepting of risk when strong rationale to do so; and, eager to innovate. A category can fall under more than one classification. The classifications help shape decision making across the University's activities.

Governors undertook an exercise to provide their current views on their preferred risk appetite for each category. The outcomes mirrored the University's current risk appetite.

The Board of Governors received the item and:

- a) **discussed** the presentation.

The Director of Strategy & Projects left the meeting.

46/24 Students' Union President's report

Paper BoG.24.03.20 was received. The Student Governor spoke to the paper.

The report updated the Board on the latest activities of the Students' Union (SU).

The recent SU elections saw Ann-Marie Mafura and Efosa Iyekekpolor become the new SU President of Undergraduate Experience and President of Postgraduate Experience respectively (effective from 01 July). The overall voter turnout was 23%, which was an increase of 3% on 2024. While this benchmarks well against the sector, Governors felt that this level of engagement was too low and were keen for more work to be done to increase student engagement with the elections.

The SU had continued its implementation phase of the new representation system. The Student Governor noted that he believed this was the right direction of travel for the SU, as it would increase the student voice, simplify decision making, and improve communication.

There were currently 352 Course Representatives across all Schools at both the York and London campuses. The Board emphasised the importance of this system in delivering a positive experience and outcomes for students.

The SU and York St John's Executive Board had worked together to address student concerns regarding reductions in the Progression Scholarship, which offers graduates from YSJ a discount for postgraduate study. Following an original proposal to see the level of discounts reduced to a similar level seen across the sector, an agreement had been made that this reduction would now be phased.

The Board noted this report was now drafted by the Students' Union, with the Student Governor finalising the paper (previously papers were written by the Student Governor). This was a choice for the Students' Union to make; however, the Board will monitor to ensure the report still appropriately covered the student experience.

that this was the first report written by the SU (rather than solely by the SU President). Governors were keen that the report reflected the whole student voice and experience and not just the voice of the SU and asked that the Student Governor ensured this was the case.

The Board of Governors received the report and:

- a) **discussed** the update from the Students' Union;
- b) **noted** the Students' Union's Trustees Annual Report and Accounts – July 2024; and,
- c) **noted** the report regarding the 2025 Students' Union Elections.

47/24 Annual Quality Report

Paper BoG.24.03.21 was received. The Chair of Audit & Risk Committee and the University Secretary & Registrar spoke to the paper.

The Annual Quality Report (AQR) aims to demonstrate the University's framework for the management of quality and standards and the health of the University's academic provision.

The AQR was a key topic at the Board of Governors' Discussion Day in January 2025. Audit & Risk Committee had also reviewed the report and was assured that the University has a robust and appropriate framework for the improvement of the student academic experience and student outcomes, as well as confidence that the standards of awards had been appropriately set and maintained.

Key highlights included: improvement in the student continuation rate; the annual mock Teaching Excellence Framework exercise; development of a new YSJ Pedagogy statement; and, the programme review and enhancement work that provided a data picture of the health of the University provision.

The Higher Education sector had seen an increase in academic misconduct cases and a reduction in student engagement. York St John had experienced similar issues, but the Board was pleased that actions were already in place to address these concerns.

The Board of Governors received and:
a) **approved** the Annual Quality Report.

48/24 Board Assurance Framework

Paper BoG.24.03.22 was received. The Chair of Audit & Risk Committee spoke to the paper.

The Board Assurance Framework (BAF) is designed to provide a structured means of identifying and mapping the main sources of assurance received by the Board of Governors.

No major changes were proposed. Minor changes aimed to update information relating to the new Strategy, as well as to providing more sources of assurance related to legal obligations.

Governors noted that significant material changes were expected to be proposed at the Board's next annual review, once the frameworks, School roadmaps, and enabling plans that will underpin the new University of Social Impact Strategy have been fully developed.

The Board of Governors received the report and:
a) **approved** the Board Assurance Framework.

49/24 Review of the Scheme of Delegation

Paper BoG.24.03.23 was received. The Chair of the Board of Governors spoke to the paper.

The Scheme of Delegation documents where authority rests within the University for specific decisions made in the University's name and supports compliance with Element 1 of the Higher Education Code of Governance: Accountability (2020).

Following changes to the Scheme in September 2024 (to include YSJ Innovations Ltd.), no major changes were proposed to the Scheme. Minor changes included updating links and titles, removing obsolete groups, and adding support from the University Solicitor. The positive impact already felt by the University Solicitor was acknowledged by the Board.

The Board of Governors received the report and:

- a) **approved** the Scheme of Delegation.

50/24 Yorkshire Film Archive

Reserved minute: commercially sensitive and Freedom of Information exempt

The Chief Operating Officer left the meeting for this item.

Paper BoG.24.03.24 was received. The Vice Chancellor spoke to the paper.

The Chief Operating Officer re-joined the meeting.

51/24 Governor Reappointments

Governor Brian Chiyesu left the meeting for this item.

Paper BoG.24.03.24 was received. The Chair of the Board of Governors spoke to the paper.

Governors serve an initial three-year term and can be reappointed to serve three terms (nine years) in total.

Governors Alison Davies, Andrew Chang and Brian Chiyesu were due to reach the end of their first terms on 31 July 2025. Mark Fordyce was also due to reach the end of his second term on this date.

Governance & Nominations Committee had undertaken the Governor reappointment review process and recommended reappointment for all four Governors.

The Board noted that Governors Andrew Chang (excluding his own reappointment) and Avijit Datta had provided electronic approval for this item to ensure quoracy.

The Board of Governors received the report and:

- a) **approved** the reappointment of the following Governors:
 - Alison Davies – to serve a second term;
 - Andrew Chang – to serve a second term;
 - Brian Chiyesu – to serve a second term; and,
 - Mark Fordyce – to serve a third term.

Governor Brian Chiyesu re-joined the meeting.

52/24 Student Fees and Support

Paper BoG.24.03.26 was received. The Chief Operating Officer spoke to the paper.

The paper outlined the proposed student fee levels and support for the 2025-26 and 2026-27 academic years.

The main changes proposed were:

- an increase in the home undergraduate tuition fee to the new cap of £9,535;
- a reduction in classroom-based foundation years to the new cap of £5,760 (with non-classroom-based foundation years increasing to the new cap of £9,535);
- an increase in fee changes for some non-capped programmes of 3% for 2026-27, based on benchmarking and consultation, which would remain favourable and competitive;
- an increase to international fee levels of 2% - except for the lower tier undergraduate programmes, and MA, MSc and MRes programmes, which would remain unchanged; and,
- bursaries and financial support arrangements for 2025-26 would remain in place for 2026-27. This included the continuation of the progression scheme from undergraduate level to postgraduate study at a reduced level of discount, and the introduction of a £200 progression scheme for York College students joining an undergraduate programme at the University.

The Board of Governors received the report and:

- a) **approved** the student fee levels proposed in the report for 2025-26 and 2026-27.

53/24 Financial Regulations 2025

Paper BoG.24.03.26 was received. The Deputy Chair of the Board of Governors and the Chief Operating Officer spoke to the paper.

The Financial Regulations are an important part of the University's procedures to ensure that:

- a sound internal control environment is maintained;
- best value for money is promoted;
- legal and financial obligations are fulfilled;
- the University's assets are safeguarded;
- management information is relevant and timely; and,
- the University funds are applied only for the purpose for which they were received.

A key change was proposed to increase the financial authorisation limit of the University Secretary and Registrar, the PVC: Research and International and the PVC: Education. The current levels had not been changed for several years. The change was proposed due to the limited number of Executive Board members and the timing of individuals being available to approve relevant expenditure. The change would remove an administrative burden, whilst still ensuring a robust approval structure was in place.

Minor changes were also proposed to update titles, contact points, and improve the readability of the document.

The Board of Governors received the report and:

- a) **approved** the Financial Regulations for 2025; and,
- b) **agreed** to the continued use of electronic authorisations to approve financial processes which lie outside the scope of the OneUni Financial System in place of wet signatures; this process was first authorised during the pandemic.

54/24 Capital & Development Plan

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.24.03.27 was received. The Deputy Chair of the Board of Governors and the Chief Operating Officer spoke to the paper.

The paper outlined proposed changes to the Capital & Development Plan, previously agreed by the Board of Governors in November 2024.

55/24 YSJ Innovations Ltd. Terms of Reference

Governor Neil Braithwaite sat out the approval decision for this item.

Paper BoG.24.03.28 was received. The University Secretary & Registrar spoke to the paper.

YSJ Innovations Ltd. was incorporated on 17 January 2025. The paper provided the draft terms of reference for YSJ Innovations Ltd.'s Board of Directors.

Governors noted that Audit & Risk Committee had discussed whether Directors should be able to serve a maximum of three terms (currently agreed as two), with an agreement that YSJ Innovations Ltd. would review at the end of the Directors' first term. The Board also noted that new Director appointments would be staggered to ensure some consistency of oversight.

In relation to the appropriate level of the Board's oversight of YSJ Innovations (YSJI), Governors acknowledged that with a new venture it may take some time to ensure all necessary processes are in place, and noted that Audit & Risk Committee had been informed of areas where ongoing development work was taking place. Audit & Risk Committee had received a presentation at their last meeting on the governance structure of YSJ Innovations Ltd and how the Board would receive assurance. This will include an annual report to the Board on YSJ Innovations Ltd activity. Governors were encouraged to contact the University Secretary & Registrar if they had any specific suggestions regarding what they would like this report to include.

The Board noted that Governors Andrew Chang and Avijit Datta had provided electronic approval for this item to ensure quoracy.

The Board of Governors received the report and:

- a) **approved** the terms of reference for YSJ Innovations' Board of Directors.

56/24 Committee reports from: Academic Board; Audit & Risk Committee; Finance & Capital Development Committee; Governance & Nominations Committee; Health, Safety & Wellbeing Committee; People Committee; and, Remuneration Committee

Paper BoG.24.03.29 was received. The Chairs of their respective Committees spoke to the paper.

The report provided an overview of the meetings held by Academic Board, Health, Safety & Wellbeing Committee, and sub-Committees of the Board of Governors between January and March 2025.

Outside of items that were also received at this meeting, Academic Board and the committees covered a range of topics including:

- Academic Board – Student Financial Regulations 2025-26, the External Examiner Annual Monitoring Report 2023-24, and the YSJ Pedagogy.
- Audit & Risk Committee – YSJ Innovations Ltd Governance Arrangements; Race Equality Charter internal audit report; and, an update on the significant progress that had been made in relation to Business Continuity Planning.
- Finance & Capital Development Committee –Annual review of Borrowing Arrangements; Framework for Financial Sustainability; and, Ethical Framework for Financial Transactions.
- Governance & Nominations Committee – received confirmation that The Revd Canon Dr Flora Winfield, Bishop of Selby, had been appointed to the York St John Board of Governors, by the National Society for Education.
- Health, Safety & Wellbeing Committee – a presentation on the safety and compliance requirements of the new Allied Health Radiography facilities; and an update on The Terrorism (Protection of Premises) Bill, otherwise known as Martyn’s Law.
- People Committee – SU presentation; annual Human Resources Casework report; and a progress update on the Student Journey Programme
- Remuneration Committee – a report outlining changes in external policy and regulatory context in preparation for making pay decisions at its next meeting.

In a response to a query, the Board of Governors noted that People Committee receives an annual report on the Gender Pay Gap, while an Equal Pay Report (covering gender, ethnicity, disabilities etc.) is received every two years.

The Board of Governors received and:

- a) **noted** the report.

Part D of the agenda

The following starred items were in the Part D section of the meeting's agenda. No request was made for these items to be brought forward and therefore were noted without discussion.

57/24* Board of Governors and sub-Committee dates for academic year 2026-27

Paper BoG.24.03.30 was received.

The Board of Governors **noted** the report.

58/24* Period 5 (P5) Revenue and Capital Budget 2024-25

Paper BoG.24.03.31 was received.

The Board of Governors **noted** the report.

59/24* Annual report on the University's Legal Obligations

Paper BoG.24.03.32 was received.

The Board of Governors **noted** the report.

60/24 Any other business

There was no other business.

61/24 Review of the meeting

The Board was happy all items had been covered appropriately, but were keen to ensure appropriate time was allocated to key strategic items when possible.

62/24 Date of next meetings

Thursday 15 May 2025 – Joint meeting with the Academic Board

Thursday 10 July 2025 – Board of Governors' meeting

Action Log

Minute	Action	Responsibility	Board Due Date	Status
M08/24	Academic Governance: It was agreed that the Chair of Audit Committee would share ideas for items of assurance on academic governance with the Chair and University Secretary & Registrar.	JA	April 2025	Closed
M29/24	Cyber security: Executive Board agreed to review if any further steps were needed for students.	KK/RB/RH	April 2025	Closed