

Confirmed Minutes – without reserved items.

Board of Governors

Held on 24 November 2022, at 09:30

Present:	Dame Julia Unwin Neil Braithwaite Jennifer Adams Alison Davies The Rt Rev'd Richard Frith Professor Karen Bryan OBE Dr Ernestine Gheyoh Ndzi Isabella Sparling Mohammed Ali OBE Andrew Chang Brian Chiyesu Cath Clelland MBE Russell Davidson The Rt Rev'd Paul Ferguson Professor Graham Henderson CBE DL	Chair of the Board of Governors Deputy Chair of the Board of Governors Chair, Audit Committee Chair, People Committee Chair, Foundation Committee Vice Chancellor Staff Governor Student Governor Governor Governor Governor Governor Governor Governor Governor Governor
Apologies:	Mark Fordyce	Governor
In attendance:	Professor Richard Bourne Rob Hickey Kathryn Kendon Professor Rob Mortimer Andrew Mulholland Christopher Howell	Pro Vice Chancellor: Education Chief Operating Officer Interim University Secretary & Registrar Pro Vice Chancellor: Research & International Director of Governance, Assurance and Compliance Minuting Secretary

01/22 Welcome and apologies

The Chair, Dame Julia Unwin, welcomed everyone to the meeting and warmly welcomed Andrew Chang, Brian Chiyesu and Alison Davies as new Governors.

The Chair welcomed Kathryn Kendon, who was attending her first meeting as the interim University Secretary & Registrar. She noted the smooth transition from the previous post-holder and remarked that the first couple of months had gone very well.

The Chair also noted that this was Neil Braithwaite's first Board of Governors meeting as Deputy Chair of the Board of Governors.

Apologies were noted.

02/22 Declarations of Interest

The Chair declared an interest in agenda item 13.2 (BoG.22.01.08 – Chair of the Board of Governors reappointment). Governors had been asked via email prior to the meeting if they were happy for the Chair to remain in the room for this item and no objections had been raised.

03/22 Board of Governors membership, Statement of Primary Responsibilities and Schedule of Business

Paper BoG.22.01.01 was received.

The interim University Secretary & Registrar, Kathryn Kendon, spoke to the paper.

No major changes were proposed to the Statement of Primary Responsibilities or schedule of business. Minor amendments had been made to update the Board's membership, references to the 'Governing Body' and to the names of several items of the schedule of business for accuracy.

The Board of Governors **approved** its constitution and Statement of Primary Responsibilities.

04/22 Minutes of the meeting held on 14 July 2022

The minutes from the meeting held on 14 July 2022 were **approved** as an accurate record.

05/22 Matters arising

There was one matter arising.

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.02 was received.

06/22 Chair's report

The Chair reported verbally.

On the day of the meeting, a number of staff were taking part in national University and College Union (USU) strikes. The Chair had met staff on the picket line that morning, and had asked if there was anything related to their concerns on which the Board of Governors and University could take action. The staff advised that their issues were with the sector, not with the University.

The Chair reflected on the previous week's graduation ceremonies and related dinner. The Chair noted the evident and growing confidence and style.

Similarly, the Chair noted the successful launch of the London Campus and the quality of the two speakers. She was keen that a Board of Governors event should be held at the London campus to ensure that all governors could see the impressive facilities. It was proposed that the Governor Discussion Day on 27 January 2023 took place there. It was agreed that Governors would be contacted via email to see who would be able to attend.

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The Chair informed the Board of Governors that she had attended several of the York St John inaugural professorial lectures. The Chair praised the quality of these lectures and noted that they provided insights into the University's reach in the wider community.

The creation of new facilities for Allied Health in the University's Foss Building had now been completed and a tour was offered to all Governors after the meeting.

The Board of Governors was advised that an advertisement for a new Governor from August 2023 would go live in December. While the Board had improved its diversity over the last year, it was noted that this could be improved further. Governors were encouraged to promote the vacancy.

Following the retirement of Maggie Pavlou as Governor, a change to the authorised signatories, as provided for in annex two of the University's Financial Regulations, was required. The Board of Governors passed a resolution authorising with immediate effect:

- the **removal** of Maggie Pavlou as an authorised signatory; and,
- the **addition** of Alison Davies as an authorised signatory.

The Board of Governors **noted** the Chair's report.

07/22 Vice Chancellor's update

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.03 was received.

08/22 Students' Union President's report

Paper BoG.22.01.04 was received.

The Students' Union President, Isabella Sparling, spoke to the paper.

The Students' Union buddy system was praised by the Board of Governors and it was noted that a refresh of the system would occur at the beginning of next semester to capture new students.

The Board of Governors asked if any concerns had been raised regarding the collection of data from students using their loyalty cards. They were advised that no concerns had been raised and the amount of personal information obtained was very limited.

The Board of Governors asked questions about the student advice service at the London campus. Better signposting to digital support services had been put in place, but the intention was to expand the service and have a Students' Union advisor based at the campus. The Students' Union Presidents do attend the campus regularly.

The Board of Governors was informed that work was ongoing to provide students with the opportunities to use both campuses. This included a joint campus undergraduate project and two York graduates who are now studying at master's degree level in London. 170 students had attended the first Students' Union London campus event.

The Board of Governors received and **noted** the Students' Union President report.

09/22 Board of Governors Effectiveness Review update

Paper BoG.22.01.05 was received.

The Director of Governance, Assurance & Compliance, Andrew Mulholland, spoke to the paper.

The Director of Governance, Assurance & Compliance reported that Advance HE would carry out Phase Two of its Governance Effectiveness Review during Spring 2023. The key objective for the second phase was to review progress since the first phase of work with a focus on culture and relationships. The Board of Governors was keen that as many Governors were included as possible.

The action plan from Phase One had been completed with the exception of one item which related to benchmarking. It was agreed that the University received sufficient benchmarking information, but it was also noted that this needed to be shared more regularly with the Board of Governors. This would be followed up by the interim University Secretary & Registrar.

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The Board of Governors received and **considered** the Effectiveness Review update.

10/22 Key discussion item: Research

The Pro Vice Chancellor (PVC): Research & International, Professor Rob Mortimer, delivered the presentation.

The presentation provided an in-depth report into two key performance indicators (KPIs). The focussed on KPIs were:

- 2% of income from research - external grant income plus quality-related research (QR); and,
- diverse student population of 10,000 that included undergraduates, postgraduates and degree apprentices.

The presentation covered:

- how York St John supported research
- how research had grown at the institution
- the financial contribution
- how the University was measured in this area externally; and,
- future growth plans.

The University's QR income had risen from £724k to £1.43m in the last year. The 97% increase was the third highest in the sector for institutions that received at least £1m.

The University's research output was noted as significantly growing. Grant applications had increased from 53 last year to 73 this year. There was a rise in the number of postgraduate researchers, and grant capture value had risen from £185k to over £250k in the last year.

The Research Excellence Framework 2021 outcome was viewed as very positive. York St John had world leading research in every school and 3*+ 4* research had increased from 35% to 58%. The University ranked 116/129 for overall research quality and 100/129 for research power. However, the University ranked 19/129 for research power improvement, which indicated it was now moving in the right direction.

The Board of Governors noted the important work that had already been undertaken to improve York St John's research culture. While it was accepted that further improvements were needed, the University had been proactive in this area. This was in contrast to other institutions in the sector where research culture continued to be problematic.

In terms of the 2% research income KPI, the University had improved over the last year from 1.4% to approximately 1.8% (despite overall income increasing) and therefore should exceed its target prior to 2026. The Institution for Social Justice brought in most of the external income.

Due to the University's progress, it was gradually being noticed by a range of external bodies, such as Research England. International collaboration needed to grow to support approximately 50% outputs in order for York St John to get onto international league tables. QR funding would be used to help support improvement in this area.

In future, the University planned to:

- recruit more professors to bring research leadership to where it was needed
- University Schools are being supported to help them develop and support research in the context of specific disciplines
- a new University Academic Fellowship scheme would be launched to retain York St John's best postgraduate researchers; and,
- an Institute for Health and Care Improvement would be established. The intention was for a third Institute to also be set up in the future.

Knowledge Exchange was identified as an area in which the University needed to improve.

The Board of Governors praised the quality of the presentation and thanked the PVC: Research & International.

The Board of Governors **considered** the presentation.

11/22 Letter of Representation from the Board of Governors to the External Auditors 2021-22

Paper BoG.22.01.06a was received.

The Chair of Audit Committee, Jennifer Adams, and the Chief Operating Officer, Rob Hickey, spoke to the paper.

The Letter of Representation:

- a) acknowledged the responsibilities of the Board of Governors;
- b) confirmed that the Board of Governors was not aware of any irregularities or occasions where legal or regulatory requirements had been breached; and,
- c) confirmed that the auditors had full access to all records and information required for their audit.

The Board of Governors **approved** the Letter of Representation from the Board of Governors to the External Auditors 2021-22.

12/22 Year-End Report from External Auditors 2021-22

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.06b was received.

13/22 York St John University Annual Report and Financial Statements 2021-22

Paper BoG.22.01.06c was received.

The Chair of Audit Committee, Jennifer Adams, and the Chief Operating Officer, Rob Hickey, spoke to the paper.

The Board of Governors were informed that the Audit Committee and the Finance and Capital Development Committee had reviewed the report. Both committees had recommended the report for approval by the Board of Governors.

The Board of Governors praised the quality of the report.

The Board of Governors **approved** the York St John University Annual Report and Financial Statements 2021-22.

14/22 Risk Management policy and Risk Appetite Statement

Paper BoG.22.01.06d was received.

The Chair of the Audit Committee, Jennifer Adams, and the Chief Operating Officer, Rob Hickey, spoke to the paper.

No changes were proposed to the Risk Management policy since the Board had previously approved the document in November 2021.

The Risk Appetite Statement had undergone some minor changes to remove reference to the 2018 audit review and the rationale for the risk appetite had been updated.

The Chief Operating Officer provided the Board of Governors with an overview of the latest risk classifications. The Board of Governors were pleased to see that the risk register was being actively used and risk levels were starting to shift in response to mitigations. The Board of Governors agreed that the addition of student accommodation as a risk was appropriate and noted that it had been discussed at the Audit, Finance & Capital Development and People committees.

The Board of Governors **approved** the Risk Management policy and Risk Appetite Statement.

15/22 Board Assurance Framework policy

Paper BoG.22.01.06e was received.

The Director of Governance, Assurance & Compliance, Andrew Mulholland, spoke to the paper.

The document had been updated with a section on the external environment in response to a recommendation from Advance HE in the 2021 Governance Effectiveness Review. References to the 'Governing Body' had also been updated.

The Board of Governors **approved** the Board Assurance Framework policy.

16/22 Continuation of the External Auditors

The interim University Secretary & Registrar, Kathryn Kendon, spoke to the item.

While the External Auditors (BDO) were appointed last year for a three-year term, each year the Board of Governors were asked to approve the continuation of the External Auditors for the following year.

The Board **approved** the continuation of the External Auditors.

17/22 Revenue and Capital Budget 2022-23

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.07a was received.

18/22 Five-year forecast 2022-23 – 2026-27

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.07b was received.

19/22 Draft Capital investment 2022-23 – 2025-26

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.01.07c was received.

20/22 Constitutions and Terms of Reference for Board of Governors' Committees

Paper BoG.22.01.08a was received.

The Chair of the Board of Governors spoke to the paper.

No substantial changes were proposed to the Board of Governors' committees' constitutions and terms of reference. Membership and references to the 'Governing Body' had been updated.

The Board of Governors received the report and **approved** the constitution and terms of references of the Board of Governors' committees.

21/22 Reappointment of the Chair to the Board of Governors

The Chair of the Board of Governors had declared an interest in this item and did not take part in the discussion.

Paper BoG.22.01.08b was received.

The Deputy Chair of the Board of Governors, Neil Braithwaite, spoke to the paper.

The Board of Governors unanimously **approved** the reappointment of the Chair for a second term, until 31 July 2026.

22/22 Articles of Association

Paper BoG.22.01.08c was received.

The Chair of the Board of Governors spoke to the paper.

At its meeting in July 2022, the Board of Governors were advised that feedback was being sought from the Department for Education with regards to references to Privy Council approval within the Articles of Association following changes to the Higher Education Act (GB.21.03.M – M96/21).

Feedback had now been received and in consultation with the Privy Council, Department for Education and the University Solicitor, the references to Privy Council approval (Point 31 of the Articles) had been removed.

The Board of Governors **approved** the Articles of Association.

23/22 Academic Board's constitution and terms of reference

Paper BoG.22.01.09a was received.

The Vice Chancellor spoke to the paper.

The Academic Board's membership had been updated.

Two additions to the terms of reference had been proposed to reflect additional responsibilities routinely delegated to the Chair in the periods between Academic Board meetings, particularly over the summer period.

The Board of Governors received the report and **approved** the Academic Board's constitution and terms of reference.

24/22 Degree outcome statement

Paper BoG.22.01.09b was received.

The Vice Chancellor spoke to the paper.

The Degree Outcomes Statement outlined the University's commitment to protecting the value of our degrees. It demonstrated York St John's transparent, consistent and fair approach to academic standards.

The Board of Governors noted that the OfS had raised nationally their concern that degree outcomes were being inflated across the sector by 'unexplained' inflation in degree outcomes. The Board of Governors were advised that grade levels were reducing gradually at the University following the Covid-19 pandemic. Better quality teaching meant that grade levels for the University should remain higher than the pre-pandemic level. The University had also increased its student recruitment tariffs; although, similar A-level grade inflation would mitigate the impact of this change.

The Board of Governors received the report and **approved** the Degree Outcomes Statement 2021-22 for publication on the University website.

25/22 Research Ethics and Integrity Annual Statement 2021-22

Paper BoG.22.01.09c was received.

The PVC: Research & International, Professor Rob Mortimer, spoke to the paper.

The Board of Governors were informed that the Research Ethics and Integrity Committee was seeking to appoint a lay member.

The Board of Governors received the report and **approved** the Research Ethics and Integrity Annual Statement.

26/22 Prevent Duty Report and Risk Assessment

Paper BoG.22.01.10 was received.

The interim University Secretary and Registrar, Kathryn Kendon, spoke to the paper.

The Board of Governors noted that there had been no issues with events or speakers.

The Board of Governors received the report and:

- a) **considered** the annual Prevent Report and risk assessment.
- b) **approved** the University's Prevent data return and declarations for onward submission to the OfS.

27/22 Modern Slavery Statement

Paper BoG.22.01.11 was received.

The Director of Governance, Assurance and Compliance, Andrew Mulholland, spoke to the paper.

The Board of Governors received the report and **approved** the Modern Slavery and Human Trafficking Statement.

28/22 Annual Health & Safety Report to the Board of Governors

Paper BoG.22.01.12 was received.

The interim University Secretary and Registrar, Kathryn Kendon, spoke to the paper.

The Board of Governors were reminded that Governor Alison Davies represented the Board of Governors on the Health, Safety & Wellbeing Committee, but that health and safety was every Governor's responsibility.

The Board of Governors asked about fire alarm replacement. They were advised that there was an ongoing budget and upgrading is a continuous process.

It was confirmed to the Board of Governors that all contractors completed a full risk assessment before undertaking any work on a York St John site.

The Board of Governors praised the quality and thoroughness of the report.

The Board of Governors received the report and **approved** the annual Health & Safety report.

29/22 Committee reports from: Academic Board; Audit; Finance & Capital Development; Foundation; Governance & Nominations; Health, Safety & Wellbeing; and, People.

Paper BoG.22.01.13 was received.

The Chair of the Foundation Committee, the Rt Revd Richard Frith, provided the Board of Governors with an overview of a presentation delivered at Foundation Committee on Church Universities: Models of Being and Becoming, by the Revd Professor Elizabeth Stuart, Deputy Vice Chancellor and Provost of the University of Winchester. The presentation and subsequent discussion considered what a university's Anglican foundation meant in a modern university setting and specifically for York St John.

The Chair of the Board of Governors noted that all Governors were welcome to attend any committee. The meeting schedule was available on the Board of Governors Teams site.

The Board of Governors received the report and **noted** the reports from the Board of Governors' committees, the Academic Board and the Health, Safety & Wellbeing Committee.

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.

30/22* Annual report from Audit Committee to the Vice Chancellor and the Board of Governors for financial year 2021-22

Paper BoG.22.01.14 was received

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

31/22* Annual report from Internal Auditors 2021-22

Paper BoG.22.01.15 was received

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

32/22* Student Accommodation Rents 2023-24

Paper BoG.22.01.16 was received

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

33/22* OfS Reportable Events

Paper BoG.22.01.17 was received

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

34/22* Minutes of the Board of Governors' Committees, Academic Board and Health, Safety and Wellbeing Committee

Papers BoG.21.01.18a –18h were received and **noted**.

1. Academic Board – 12 October 2022 (unconfirmed)
2. Audit Committee – 23 September 2022 (confirmed)
3. Audit Committee – 03 November 2022 (unconfirmed)
4. Finance and Capital Development Committee – 19 October 2022 (unconfirmed)
5. Foundation Committee – 31 October 2022 (unconfirmed)
6. Governance and Nominations Committee – 06 October 2022 (unconfirmed)
7. Health, Safety and Wellbeing Committee – 02 November 2022 (unconfirmed)
8. People Committee – 25 October 2022 (unconfirmed)

35/22 Any other business

There was no other business to discuss.

36/22 Review of the meeting

The Board of Governors were happy that all items on the agenda had been considered.

The Board of Governors requested information regarding the Honorary Awards Nomination process. They were advised that the process and nominations form would be re-circulated after the meeting by the Minuting Secretary.

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37/22 Date of next meetings

Friday 27 January 2023 – Discussion Day
 Thursday 30 March 2023 – Board of Governors' meeting
 Friday 19 May 2023 – Joint meeting with AB
 Thursday 13 July 2023 – Board of Governors' meeting

Action Log

Minute	Action	Responsibility	Due Date	Status
M06/22	BoG Event at London Campus – Governors to be contacted regarding their thoughts on holding the Discussion Day on 27 January 2023 at the London campus.	CH	Immediate	Completed
M07/22	Reserved minute	CH	Immediate	Completed
M09/22	Benchmarking – to consider how benchmark sharing with the Board of Governors can be enhanced.	KK	July 2023	To be reported to the Board on 13 July 2023
M36/22	Honorary Award Committee – process and nominations form to be re-circulated.	CH	Immediate	Completed