

Confirmed Minutes – without reserved items.

Board of Governors

Held on 30 March 2023, at 13:00

Present:	Dame Julia Unwin	Chair of the Board of Governors
	Neil Braithwaite	Deputy Chair of the Board of Governors
	Jennifer Adams	Chair, Audit Committee
	Alison Davies	Chair, People Committee
	The Rt Revd Richard Frith	Chair, Foundation Committee
	Professor Karen Bryan OBE	Vice Chancellor
	Dr Ernestine Gheyoh Ndzi	Staff Governor (13:00-14:35)
	Isabella Sparling	Student Governor
	Andrew Chang	Governor
	Brian Chiyesu	Governor
	Russell Davidson	Governor
	Mark Fordyce	Governor (13:00-15:00)
	Professor Graham Henderson CBE DL	Governor
	Apologies:	Mohammed Ali OBE
Cath Clelland MBE		Governor
The Rt Revd Paul Ferguson		Governor
In attendance:	Professor Richard Bourne	Pro Vice Chancellor: Education
	Rob Hickey	Chief Operating Officer
	Kathryn Kendon	Interim University Secretary & Registrar
	Professor Rob Mortimer	Pro Vice Chancellor: Research & International
	Suzanne O'Brien	AdvanceHE representative
	Andrew Mulholland	Director of Governance, Assurance and Compliance
	Christopher Howell	Minuting Secretary

38/22 Welcome and apologies

The Chair, Dame Julia Unwin, welcomed everyone to the meeting and apologies were noted.

The Chair welcomed Suzanne O'Brien to the meeting. As part of phase two of the Governance Effectiveness review, Suzanne was in attendance on behalf of AdvanceHE as an observer.

39/22 Declarations of Interest

There were no declarations of interest.

40/22 Minutes of the meeting held on 24 November 2022

The minutes from the meeting held on 24 November 2022 were **approved** as an accurate record.

41/22 Matters arising

.1 Governor (Diocese Nomination) appointment.

A paper (BoG.22.01a.19) was circulated via email to the Board of Governors on 31 January 2023, which asked governors to approve the appointment of the Dean of York, the Very Revd Dominic Barrington for an initial three-year term (01 March 2023 – 31 July 2026). This appointment was to replace the Rt Revd Dr Jonathan Frost, who departed the Board in 2022. The Board approved the appointment with quoracy reached on 01 February 2023. The Governance & Compliance was in discussion with the Dean of York's office regarding a start date.

42/22 Chair's report

The Chair reported verbally.

The Chair thanked the Deputy Chair of the Board of Governors, Neil Braithwaite, and the Board as a whole, for their support over the last few months.

On the 27 January 2023, the Board held a Discussion Day at the London Campus that had been well received. The possibility of future Board events being held at the London Campus was highlighted and governors were encouraged to share their views offline with the University Secretary.

The Board was informed that governor authorisation had been required for numerous contracts over the last three months. These contracts were mainly for third party student accommodation agreements, which would help support students with the cost-of-living crisis.

The Board noted the intention to move away from Microsoft Teams as the central location for committee papers; instead, a bespoke SharePoint site would be trialled over the next academic year, while a board portal would remain as a future option.

Phase two of the Governance Effectiveness review was progressing. The next stage would involve Advance HE reviewing progress against the action plan from phase one, before completing a report on phase two that would be presented to governors at a future meeting.

The Chair highlighted that the Students' Union elections had taken place. Matt Blackstock would take up the post of President of the Students' Union from 01 July 2023. The Chair thanked the outgoing Students' Union president, Isabella Sparling, for their contribution over the last year.

The Board noted that Penni Robson would take up the Academic Registrar post from 05 June 2023. The following co-opted member appointments to sub-Committees of the Board were also confirmed:

- a) Alexandra Albone (Remuneration Committee co-opted member from 01 August 2023);
- b) Laura Craig-Braddock (People Committee co-opted member from 01 August 2023);
- c) Jon Flatman (FCDC co-opted member from 01 April 2023); and,
- d) Mark Smith (FCDC co-opted member from 01 April 2023).

The Board discussed the benefits of having co-opted members who provided specialist expertise to specific committees. The roles supported governors, whose number was limited by statutory regulations. The Board agreed to continue to monitor the number of co-opted members to ensure the balance was appropriate.

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

43/22 Vice Chancellor's update

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.02.20 was received

44/22 Students' Union President's annual report, including:

- .1 Students' Union Financial Statements 2021-22
- .2 Students' Union elections 2022

Paper BoG.22.02.21 was received.

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

The Board of Governors enquired about the Buddy System and how this was progressing. They were advised that it was popular and was used for the February intake of students, with plans in place to continue to use the scheme.

Similarly, the Board was informed that the advice and support service provided by the Students' Union (SU) was viewed positively by students. The staff member who oversaw this service was also involved in conversations with Registry and Casework regarding the development of policies (e.g., academic misconduct), which was proving very valuable.

Compared to the same time last year, the number of drink spiking incidents in York had significantly dropped. The SU continued to work with North Yorkshire Police (NYP), provide anti-spiking covers and monitoring student safety. The work that the SU had undertaken with NYP was praised with students concerns now considered as part of the relicensing process for pubs and bars.

In terms of the SU elections, the Board was pleased to see engagement from the London campus and appointments of sabbatical officers who had studied at the London Campus.

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

45/22 Key discussion item: Student Retention

Reserved minute: commercially sensitive and Freedom of Information exempt

The Board of Governors focused in detail on student retention. They received a presentation from the PVC: Education, Professor Richard Bourne, about the University's student retention rates in the context of the higher education sector, the main reasons students decided not to continue their course, and the steps the University was taking to improve student retention. The discussion item related to the following key performance indicators:

- KPI 1: Positive access and outcomes for all students;
- KPI 3: A diverse student population of 10,000;
- KPI 4: Top quartile in national learning and teaching measure (Teaching Excellence Framework); and,
- KPI 8: Financial surpluses of between 3-5% of income.

The full minute for this item is reserved.

46/22 Annual Quality Report

The Staff Governor, Dr Ernestine Gheyoh Ndzi, left the meeting at this point.

Paper BoG.02.22 was received.

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

The Board of Governors was advised on the purpose of the Annual Quality Report (AQR), what it covered and how it linked to other pieces of work. The AQR aimed to demonstrate the University's framework for the management of quality and standards and the health of the University's academic provision. The report was conducted as a self-assessment exercise and was not used for marketing purposes.

The AQR covered the academic year 2021-22. The Board noted that next year's report would probably look different in layout due to ongoing changes in the sector, such as Office for Students (OfS) B3 condition.

The AQR had been reviewed by the Academic Board and numerous committees, which included the Audit Committee. Following the Audit Committee's review, the action plan had been updated to show more clearly the link between actions described and the key objectives of the University.

The year-on-year progress for the risk assessments in the University's framework for the management of quality and standards was highlighted as very positive.

The Board of Governors received and **approved** the Annual Quality Report 2021-22.

47/22 York St John University Financial Regulations 2022

Paper BoG.02.23a was received.

The Chief Operating Office, Rob Hickey, spoke to the paper.

The Board of Governors was informed that following a significant update in 2021, only minor changes had been made to the Financial Regulations.

The Board of Governors received the report and:

- a) **approved** the Financial Regulations for 2023; and,
- b) **approved** the continued use of electronic authorisations to approve financial processes which would lie outside the scope of the OneUni Financial System in place of wet signatures; this process was first authorised during the Covid-19 pandemic.

48/22 Amendments to the University's Revolving Credit Facility with NatWest Bank

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.02.23b was received.

49/22 Governor Appointment

Reserved minute: commercially sensitive and Freedom of Information exempt

Paper BoG.22.02.24a was received.

50/22 Reappointment of Governors – Mohammed Ali and the Rt Revd Paul Ferguson

The Chair, Dame Julia Unwin, reported verbally.

The Board of Governors was informed that Mohammed Ali OBE and the Rt Revd Paul Ferguson would both reach the end of their second terms as a governor on 31 July 2023.

Reappointments for third terms had been recommended by the Governance & Nominations Committee. Executive Board had noted that it would welcome a recommendation to reappoint both governors. The Board was advised on the criteria that were considered as part of this recommendation process.

The Board noted that the reappointment of the Rt Rev'd Paul Ferguson would need to be approved by the National Society Council.

The Board of Governors received the report and:

- a) **approved** the reappointment of Mohammed Ali OBE for a third term (01 August 2023 to 31 July 2026) as governor; and,
- b) **approved** the reappointment of the Rt Rev'd Paul Ferguson for a third term (01 August 2023 to 31 July 2026) as governor.

51/22 Review of the Scheme of Delegation

Paper BoG.02.23b was received.

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

The Board of Governors was advised that the Scheme of Delegation had been amended to provide clarification around approval of research agreements and an additional item in relation to research contracts. Changes had also been made to role titles for accuracy.

The Board of Governors received the report and: **approved** the Scheme of Delegation.

52/22 Student fees and support 2022-23

Paper BoG.02.25 was received.

The Chief Operating Office, Rob Hickey, spoke to the paper.

The paper proposed minimal fee changes for some programmes for 2023-24, some fee changes to programmes for 2024-25 and changes to Bursaries and Financial Support arrangements for 2023-24 and 2024-25. It was felt that the proposed changes to student fees would help the University compete with other institutions in the sector.

The Board of Governors discussed the overall financial cost of scholarships and how this balanced with the benefits that it provided.

The Board of Governors received the report and **approved** the fee levels proposed for 2023-24 and 2024-25.

53/22 Committee reports from:

- Academic Board
- Audit Committee
- Finance & Capital Development Committee
- Governance & Nominations Committee
- Health, Safety & Wellbeing Committee
- People Committee
- Remuneration Committee

Governor, Mark Fordyce, left the meeting at this point.

Paper BoG.22.02.26 was received.

The Board of Governors was advised that the Audit Committee had received an internal audit report on accommodation. The report highlighted that from a legal perspective, the University was fully compliant with Universities UK's Code of Practice, but it was recognised that this was the minimum standard expected in this area. The report was not risk rated, but contained several recommendations around fire and water safety. Since the meeting, PwC (internal auditors) had provided assurance that they had no overriding concerns. The Board asked that the University checked no buildings let by York St John had energy certificates classified as E or F, due to a change in regulations.

RH

The Board was informed that the Finance & Capital Development Committee had received a paper reviewing the designing, building and implementation of the Creative Centre. The paper had been well received and highlighted good practice and areas where improvements could be made going forward.

The Board of Governors received and **noted** the reports.

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.

54/22* Board of Governors and committee dates for academic year 2023-24

Paper BoG.22.02.27 was received

The Board of Governors **noted** the report

55/22* Period 5 (P5) Budget and Forecasting report

Paper BoG.22.02.28 was received

The Board of Governors **noted** the report

56/22* Annual report on actions taken under the Code of Practice for Freedom of Speech

Paper BoG.22.02.29 was received

The Board of Governors **noted** the report

57/22* Annual report on the University's Legal Obligations

Paper BoG.22.02.30 was received

The Board of Governors **noted** the report

58/22* OfS Reportable Events

Paper BoG.22.02.31 was received

The Board of Governors **noted** the report

59/22 Any other business

The Chair thanked the Director of Governance, Assurance & Compliance, Andrew Mulholland, for his work supporting the Board of Governors and, on behalf of the Board, wished him well as he moved to the University of Leeds.

Governors were reminded to review their register of interest forms and asked to update accordingly.

It was requested that all expense claims for the semester were submitted to the Governance & Compliance team by the end of April.

For consideration at the next Honorary Awards Committee, governors were asked to submit any Honorary Awards nominations to Governor Graham Henderson by 05 May.

60/22 Review of the meeting

The Board of Governors agreed that all items on the agenda had been considered and highlighted the value of having a discussion topic at each meeting. A review of the University's finances was agreed to be added to its future discussion topic list.

CH

61/22 Date of next meetings

Friday 19 May 2023 – Joint meeting with the Academic Board

Thursday 13 July 2023 – Board of Governors' meeting

Action Log

Minute	Action	Owner	Due Date	Status
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
M43/22	Reserved minute.	RM	July 2023	To be reported to the Board on 13 July 2023
M53/22	Accommodation: the Board of Governors asked that the University checked no buildings let by York St John had energy certificates classified as E or F, due to a change in regulations.	RH	July 2023	To be reported to the Board on 13 July 2023
M60/22	Discussion topic: A review of the University's finances was agreed to be added to its future discussion topic list.	CH	Immediate	Completed