

Confirmed Minutes – without reserved items

Governing Body

Held on Thursday, 15 July 2021 virtually via Microsoft Office Teams

Present	Julia Unwin DBE	Chair
	Steve Milner	Deputy Chair
	Mohammed Ali OBE	Governor
	Professor Karen Bryan OBE	Governor
	The Rt Revd Dr Tom Butler	Governor
	Cath Clelland MBE	Governor
	Russell Davidson	Governor
	Dr Rob Edgar	Governor
	The Rt Revd Paul Ferguson	Governor
	Richard France	Governor
	The Rt Revd Dr Jonathan Frost	Governor (left at 1.40pm)
	Professor Graham Henderson CBE DL	Governor
	Maggie Pavlou	Governor
Ian Wallace	Governor	
Apologies	Jamie Andrews	Governor
	Mark Fordyce	Governor
	Richard Frith	Governor-elect
	Jon Hammond Booth DL	Governor
	Emma Vincent	Staff governor-elect
In attendance	Jennifer Adams	Governor-elect
	Keith Bartlett	AdvanceHE
	Neil Braithwaite	Governor-elect
	Rob Hickey	Chief Operating Officer
	Professor Rob Mortimer	Pro-Vice Chancellor Research and Knowledge Transfer
	Andrew Mulholland	Director Governance, Assurance and Compliance
	Professor Susan Orr	Pro-Vice Chancellor Learning and Teaching (left at 1.30pm)
	Dr Amanda Wilcox	University Secretary
Catherine Barber	Minuting Secretary	

78/20 Welcome and apologies

The Chair, Julia Unwin, welcomed everyone to the meeting, and, in particular, Jennifer Adams (Chair of Audit Committee from 1 August 2021), Neil Braithwaite (Chair of Finance and Capital Development Committee from 1 August 2021) and Keith Bartlett (AdvanceHE) as observers.

The Chair thanked the Vice Chancellor and Executive Board for their hard work in steering the University through what had been an extraordinary year due, in main, to the pandemic. The continued effects of the pandemic and the potentially challenging financial implications of the spending review during the next academic year seemed likely to result in difficult and challenging decisions having to be made by Governing Body. For that reason, she was keen to work with Governors to

make sure that the Governing Body was able to discharge its responsibilities effectively.

The apologies were noted.

As no requests to bring forward starred items from Part 2 of the agenda had been received, items M97/20 onwards were noted without discussion.

79/20 Declarations of interest

Maggie Pavlou declared an interest in item 7 on the agenda, and Julia Unwin declared an interest in item 19.3 on the agenda.

80/20 Minutes of previous meetings

.1 Minutes from the meeting on 25 March 2021

The minutes of the meeting held on 25 March 2021 were **approved** as an accurate record.

.2 Minutes from the meeting on 29 April 2021

The minutes of the meeting held on 29 April 2021 were **approved** as an accurate record.

81/20 Matters arising

.1 **M49/20 Chair's report:** to review the approach to the way in which actions taken by Chairs of committees are reported.

The University Secretary, Dr Amanda Wilcox, noted that the approach to the way in which actions taken by Chairs of committees were reported had been taken forward within the revised Scheme of Delegation (item 13.2 on the agenda) with an additional clause (under 3i) to say that committee members would be notified of any changes by Chair's action in a timely manner and reported formally at the next full meeting of the Committee.

.2 **M70/20 Response to governor queries:** to undertake a review of non-Governing Body committees or groups with Governor membership to ensure that their status, remit and decision-making responsibility are clearly communicated.

Paper GB.20.04.69 was received.

The Vice Chancellor, Professor Karen Bryan, spoke to the report. A review of the University's committees of Academic and Executive Boards, including non-aligned committees, had been undertaken by the Academic Registrar and reported into Academic Board at its meeting on 23 June 2021 (GB.20.04.92).

It was reported that Academic Board had given in-principal approval for the proposed changes to the design, operation, and structure of Academic Board committees, subject to further revision and consultation during August and September 2021.

Two of the proposed changes would have an impact of Governor membership of the existing committees considering Honorary Degrees and Fundraising. The Chair noted the importance of Governors continuing to have mechanisms to be involved in nominating honorary graduates, and supporting the University's fundraising strategy with their rich knowledge and contacts, but noted that this did not need to be through committee membership.

In answer to a question as to why a number of other universities had Governors or council members on their Honorary Degrees Committees when the report had considered this to be unusual, the University Secretary clarified that the report had referred to Academic Board committees. The distinction between academic governance and Governing Body was noted.

The potential loss of Governor connections and their networks, and the concern that the review would extend the gap between Academic Board and the Governing Body was raised. Greater clarity was felt to be needed on how Governor connections and networks were used and mobilised.

Further concern was raised by one Governor in relation to Governors not having been consulted on the proposal before it was put forward. The purpose of setting up the Fundraising Committee had been to introduce some business acumen into the process of fundraising and to increase the leverage of the alumni and honorary awards.

The Vice Chancellor highlighted that fundraising was considered by Governing Body through Finance and Capital Development Committee. It was also highlighted that the proposed Honorary Awards, Prizes and Philanthropy Committee would undertake a process to engage with Governors and Friends of the University to capture relevant contacts, feedback and suggestions to support the University's fundraising work.

In answer to a question on whether Governors could be co-opted to sub-committees of Academic Board, it was noted that it was not good practice for Governors to sit on these sub-committees, from a regulatory perspective, in order to maintain a separation between the role of Academic Board and the role of Governors.

Governors felt that further work should be undertaken to communicate the work of Academic Board and its committees to Governing Body to ensure they were provided with information and assurance on academic matters as they happened across the University. It was agreed that one of the discussion days in the next academic year would focus on the way in which the Governing Body could gain appropriate assurance about the quality and nature of academic governance, and the proper relationship between the Academic Board and the Governing Body, and that this would include a joint meeting between the two bodies.

Following further discussion on the involvement of Governors in matters concerned with the nomination and appointment of Honorary Awards and with Fundraising, the Chair asked that there could be a separation between the two issues of fundraising and honorary awards. She proposed that:

- Further thought should be given to ensuring a good connection between the Governing Body and the Academic Board in its work awarding honorary doctorates, but that this should be clearly delegated to a committee of the Academic Board.
- Governing Body should receive a further considered proposal about how Governors could contribute to the fundraising work of the University.

AW

82/20 Presentation – Studying nursing with York St John University

The Vice Chancellor, Professor Karen Bryan, introduced a presentation on the University's approach to the new provision of nursing programmes from September 2021.

Ros Brownlow, Senior Lecturer in the School of Science, Technology and Health, spoke to a presentation highlighting the programme aims, the special features of the programmes, their sustainability, and suggested future programmes in the area of nursing [Secretary's note: the presentation was subsequently circulated to Governors by email].

Governing Body welcomed the presentation and highly commended the development of the programmes.

In response to a question about the cost of the programmes to students and likelihood of employment, it was noted that the fees were £9,250 per year with students able to apply for a £5,000 per year non-means tested bursary; which could be increased if students were means tested; and access to the University's hardship fund to cover travel and accommodation costs incurred on placement until reimbursed. In terms of employment, pay would start at approximately £23,000 with the opportunity to move through the grading system via accelerated pathways, particularly as nursing was on the Government's agenda. The employment rates in the region were felt to be generally positive.

It was noted that the University had received accreditation from the Nursing and Midwifery Council (NMC) at its programme approval event on 9 July 2021. There were a small number of conditions to be met and the programme would be additionally monitored by the NMC as was standard for new programmes. Conversations had taken place with the University of York in relation to the nursing programmes being offered, and there was a clear difference in emphasis across the two institutions. Demand currently exceeded places for nursing.

In terms of placement provision, the University had joined the integrated system of Health Education England Yorkshire and the Humber, and a number of potentially innovative placements had been secured in collaboration with various providers and the NHS.

In response to a query regarding whether applications for the programmes had been received from the south Asian community, it was confirmed that applications had been received, and that the University's marketing team would be further promoting the diverse community of nurses and nursing practices as part of their marketing strategy. Mohammed Ali stated that he would be happy to support the University in promoting the nursing programmes in West Yorkshire via QED's connections, for which he was thanked.

The University's focus on community and holistic care was welcomed, and it was acknowledged that the programmes would be a natural route into graduate employment.

The Chair thanked Ros Brownlow for the presentation and commended her and the team on gaining accreditation from the Nursing and Midwifery Council.

Governing Body **noted** the report.

83/20 Chair's update

.1 Staff governor

The Chair, Julia Unwin, provided a short oral report on the staff governor position on Governing Body. This was Dr Rob Edgar's last meeting, and he was thanked for his contribution to Governing Body. An election had taken place and the incoming staff governor-elect was Emma Vincent. However, Emma was leaving the University shortly to take up a new position at Teesside University, and the election of a new staff governor would take place early in the autumn.

.2 Chair's report

The Chair, Julia Unwin, provided a short oral report on her activities since the last meeting. The Chair had attended a number of WonkHE and AdvanceHE events, and had been a keynote speaker at a WonkFEST event in June 2021 talking about the role of universities in building back after the pandemic. As a member of the Committee for University Chairs (CUC) action learning set, the Chair had attended a number of training events. She would be meeting with the Chair of the York and Scarborough Hospital Trust soon.

Governing Body **noted** the oral reports.

84/20 Election of the Deputy Chair

Paper GB.20.04.70 was received.

The Chair, Julia Unwin, spoke to the report. The Governance and Nominations Committee had met on 9 June 2021 and agreed a role descriptor and approach to the election of the next Deputy Chair. Following the meeting, as agreed, the Chair had written to all Governors inviting expressions of interest for the role. One expression of interest was received from a serving Governor. The Governors were asked to confirm, or otherwise, their approval of the election of the nominee to the role of Deputy Chair of the Governing Body for the remainder of her term of office (until 31 July 2022).

Governing Body **confirmed** the election of Maggie Pavlou to the role of Deputy Chair of the Governing Body.

85/20 Students' Union President's report

Paper GB.20.04.71 was received.

The Chair noted the President of the Students' Union's apologies, and conveyed the sympathies of the Governing Body to Jamie Andrews who was attending a family funeral.

Governing Body **noted** the report.

86/20 Vice Chancellor's update

Reserved minute: Strictly confidential (commercially sensitive) and FOI exempt

87/20 Audit Committee report

Paper GB.20.04.73 was received.

The Audit Committee had met on 11 June 2021. The Chair of the Committee, Steve Milner, spoke to the report and highlighted the high-risk items that were discussed at the meeting - financial resilience and cyber security.

The Chair had met with PwC, the newly appointed internal auditors, on 14 July 2021, and positive and encouraging conversations had taken place.

Governing Body **noted** the report.

88/20 Finance and Capital Development Committee report

Reserved minute: Strictly confidential and FOI exempt

.1 Period 9 (P9) budget and forecast report 2020/21

Reserved minute: Strictly confidential and FOI exempt

.2 Medium term financial strategy incorporating the five-year forecast 2021/22 – 2025/26

Reserved minute: Strictly confidential and FOI exempt

.3 Draft budget principles 2021/22

Reserved minute: Strictly confidential and FOI exempt

.4 Peppermill Court: full business case

Reserved minute: Strictly confidential and FOI exempt

.5 York St John University Financial Regulations 2021

Paper GB.20.014.79 was received.

The Chief Operating Officer, Rob Hickey, spoke to the report. The Financial Regulations had been amended to align with the Procurement Policy 2021 with regards to sourcing guidelines, and to reflect the changes in financial processes and authorisation workflows driven by the new OneUni Financial System.

The Chief Operating Officer highlighted page 9 of the Financial Regulations which referred to expenditure approval.

A Governor raised a concern which had been discussed at Finance and Capital Development Committee about the nature of financial delegations, and the extent to which they were aligned with the other regulations of the University. It was agreed that the incoming Chair of Finance and Capital Development Committee would be asked to review all relevant documents. Audit Committee would also be asked to provide assurance to the Governing Body that the systems of financial management were appropriate and proportionate. Together the two Committees would be asked to report to the next meeting of the Governing Body on the nature and extent of the delegations and their appropriateness.

On the recommendation of the Financial and Capital Development Committee, Governing Body received the report and:

- **Approved** the updates to the Financial Regulations to bring the regulations in line with the more stringent control environment of the OneUni Finance system;
- **Approved** the continued use of electronic authorisations to approve financial processes that lay outside the scope of the OneUni Financial System in place of wet signatures - this process was first authorised during the pandemic; and
- **Agreed** that the Chairs of Financial and Capital Development Committee and Audit Committee would consider the appropriateness and proportionality of the University's financial delegations and report back to Governing Body in November 2021.

**NB /
JA**

.6 **Approval of authorised signatories**

Paper GB.20.04.80 was received.

The Chair, Julia Unwin, spoke to the report. On the retirement of Richard France, Chair of Financial and Capital Development Committee, changes to authorised signatories, as provided for in Annex 2 of the University's Financial Regulations, were required.

The Financial Regulations did not specify that the authorised Governors should have a particular role, e.g. Chair of Finance and Capital Development Committee, however, given the responsibilities of that Committee it was proposed that the incoming Chair, Neil Braithwaite, be authorised as a signatory on Richard's retirement.

On the recommendation of the Financial and Capital Development Committee, Governing Body **agreed** to pass a resolution authorising the:

- Removal of Richard France as an authorised signatory with effect from 31 July 2021; and the
- Addition of Neil Braithwaite as an authorised signatory with effect from 1 August 2021.

89/20 People Committee report

Paper GB.20.04.81 was received.

People Committee had met on 25 May 2021. The University Secretary, Dr Amanda Wilcox, spoke to the report which provided an overview of discussions at the meeting.

It was noted that following the Governance and Nominations Committee meeting on 9 June 2021, a recommendation to appoint a co-optee to People Committee was circulated to People Committee members. Subsequent to the meeting, the appointment of Alison Davies as a co-optee to People Committee was approved by email correspondence.

Governing Body **noted** the report and the appointment of Alison Davies as a co-optee to People Committee from 1 August 2021.

.1 **Annual Equality and Diversity report 2020**

Paper GB.20.04.82 was received.

The University Secretary, Dr Amanda Wilcox, spoke to the report. People Committee had considered the Annual Equality and Diversity Report and agreed that it provided reassurance to Governing Body that the University was complying with the public sector equality duty to eliminate unlawful discrimination, harassment and victimisation, advance equality of opportunity and foster good relations. The Chair noted that the firm intention of the University was to perform even better in relation to equality and diversity, and that doing so was one of the ten major commitments in the current Strategic Plan.

Governing Body **noted** the report.

.2 **EU student fees 2022/23 – amendment due to new legal advice**

Paper GB.20.04.83 was received.

The University Secretary, Dr Amanda Wilcox, spoke to the report. Since the Governing Body meeting in March 2021, the University had considered legal advice on the lawfulness of differential fees policies, bursaries and scholarships in England. It was recommended the decision approved at Governing Body in March 2021 was reversed, and that from 2022/23, EU students were treated in line with all other international students, and would be charged the international student rate. This would remove the risk of an unlawful discrimination claim from non-EU students.

On the recommendation of the People Committee, Governing Body **approved** the proposal that EU students are treated as 'international students' for fee setting purposes from 2022/23.

90/20 Governance and Nominations Committee report

Paper GB.20.04.84 was received.

Governance and Nominations Committee had met on 9 June 2021. The Chair, Julia Unwin, spoke to the report.

The Committee received a summary of appointments and re-appointments that had been completed during the year, and agreed to recommend to Governing Body for

approval the re-appointment of Professor Graham Henderson for a further three-year term, to end 2024.

Governing Body **noted** the report.

.1 **Code of Practice for the Students' Union**

Paper GB.20.04.85 was received.

The Chair, Julia Unwin, spoke to the report. Under section 22 of the Education Act 1994, the University was required to have in place a Code of Practice for the Students' Union. The Code was reviewed annually and brought to the attention of students on enrolment or re-enrolment. The Committee noted that following the annual review by the University's Solicitor, no changes had been proposed.

On the recommendation of the Governance and Nominations Committee, Governing Body **approved** the Code of Practice for the Students' Union.

.2 **Scheme of Delegation**

Paper GB.20.04.86 was received.

The Chair, Julia Unwin, spoke to the report.

It was noted that the Scheme of Delegation sat alongside the University's Financial Regulations which were considered earlier in the agenda (GB.20.04.79) and that it was reviewed annually. The Scheme had been updated to a new format and its content amended to reflect changes in University roles, committees and processes.

In answer to a question on how the changes would be communicated, it was confirmed that the Scheme of Delegation would be available to all staff on the University's website.

[SO left the meeting at 1.30pm]

On the recommendation of the Governance and Nominations Committee, Governing Body **approved** the updated Scheme of Delegation.

.3 **Governing Body effectiveness review**

Paper GB.20.04.87 was received.

Governing Body noted that AdvanceHE had been appointed to support facilitation of a Governing Body effectiveness review. The review was being delivered in two phases during Spring 2021 and Spring 2022 and would incorporate surveys, observations of key committees, interviews and focus groups, and a review of existing structures and documentation.

Initial observations and recommendations from Phase 1 would be provided following the Governing Body meeting. Working recommendations would be available for consideration at the Governance and Nominations

Committee meeting in September 2021 with a full report to Governing Body in November 2021. The final outcomes and recommendations would be reported to Governing Body in 2022 following completion of Phase 2.

Governing Body **noted** the report.

.4 **Governor Performance Framework**

Paper GB.20.04.88 was received.

Governing Body noted that a Governor Performance Framework had been produced to enable Governing Body to consistently evaluate the performance of its members, to build on strengths and address any gaps or areas for development, in order to enhance governance performance at York St John University.

Following discussion at Governing Body in March 2021 (M62/20), Governance and Nominations Committee, at its meeting on 9 June 2021, considered the proposal for a Governor Performance Framework and agreed to recommend the Framework to Governing Body for approval.

Objectives for 2021/22 had been proposed in consultation with the Chair of Governing Body and were also presented for consideration and approval by Governing Body.

On the recommendation of Governance and Nominations Committee, Governing Body **approved** the Governor Performance Framework and the proposed objectives.

91/20 **Foundation Committee**

Paper GB.20.04.89 was received.

The Chair, the Rt Revd Dr Tom Butler, spoke to the report. The Foundation Committee met on 17 May 2021 and received a presentation on tackling religion and belief-related harassment in higher education; a presentation on the University's relationship with the Archbishop of York, York Minster, and its role in the Cathedrals Group of universities; and annual reports on the Students' Union's faith and cultural societies, student demographic data in relation to religion and belief, and theology and religious studies academic activity.

Governing Body **noted** the report.

92/20 **Academic Board report**

Paper GB.20.01.90 was received.

The Vice Chancellor, Professor Karen Bryan, Chair of Academic Board, spoke to the report. Academic Board had met on 23 June 2021. The minutes would be provided at the next Governing Body meeting in November 2021.

Governing Body was asked to note the Board's re-appointment of Jim Irving, Academic Registrar, to serve as appointed staff member on Governance and Nominations Committee for a further three-year term.

Governing Body **noted** the report.

.1 Office for Students (OfS) ongoing registration requirements annual assurance 2020/21

Paper GB.20.04.91 was received.

The Vice Chancellor, Professor Karen Bryan, Chair of Academic Board spoke to the report.

Academic Board received the annual assurance report for 2020-21 at its meeting on 23 June 2021, and approved the report as evidence of its assurance of the University's ongoing compliance with the conditions of the regulatory framework for higher education in England.

Governing Body **noted** the report.

.2 Academic governance and executive and non-aligned committee structure: 2021 review and consultation

Paper GB.20.04.92 was received.

The Chair, Julia Unwin, noted that this item had been discussed under item 4.2 on the agenda (M81.2/20).

Governing Body **noted** the report.

93/20 Health, Safety and Wellbeing Committee report

Paper GB.20.04.93 was received.

The Governor in attendance, Maggie Pavlou, spoke to the report and noted that the Creative Centre was a little behind schedule although it would be open for teaching in September 2021.

[The Rt Revd Dr Jonathan Frost left the meeting at 1.40pm]

Governing Body **noted** the report.

94/20 Review of the meeting

A review of the meeting was not undertaken.

95/20 Any other business

.1 Farewells

The Chair, Julia Unwin, thanked Steve Milner, Richard France, Bishop Tom Butler and Dr Rob Edgar, for their support on Governing Body. They had devoted a great deal of time to the University and would be sadly missed. The Chair also expressed her personal thanks for the support they had given her. A dinner would be hosted later in the year to express the University's thanks and gratitude. The previous Chair of Governing Body would also be invited to say farewell. Details would be confirmed in due course.

Steve Milner stated that it had been an honour and a privilege to be involved in the Governing Body, and that he was very grateful to have been given the opportunity.

Governing Body **noted** the oral report.

96/20 Reserved Business
Remuneration Committee

97/20 OfS reportable events

Paper GB.20.04.96 was received and **noted**.

98/20 Annual report on participation in the Yorkshire and Humber (YHIoT) Institute of Technology

Paper GB.20.04.97 was received and **noted**.

99/20 Minutes of Governing Body committees, Academic Board and the Health, Safety and Wellbeing Committee

Papers GB.20.04.98 – GB.20.04.106 were received and **noted**.

- .1 Academic Board – 10 March 2021 (confirmed)
- .2 Academic Board (extraordinary meeting – 15 April 2021 (confirmed)
- .3 Audit Committee – 11 June 2021 (unconfirmed)
- .4 Finance and Capital Development Committee – 16 June 2021 (unconfirmed)
 - .1 Capital and IT Developments – to note
- .5 Foundation Committee – 17 May 2021 (unconfirmed)
- .6 Governance and Nominations Committee – 9 June 2021 (unconfirmed)
- .7 Health, Safety and Wellbeing Committee – 22 June 2021 (unconfirmed)
- .8 People Committee – 25 2021 (unconfirmed)

100/20 Dates of Next Meetings

It was noted that Outlook meeting invites for the 2021/22 academic year would be circulated after the meeting.

Discussion Day

Friday, 17 September 2021

Governing Body meeting

Thursday, 11 November 2021

Governing Body meeting

Thursday, 25 March 2022

Joint meeting with Academic Board and Discussion Day

Friday, 6 May 2022

Governing Body meeting

Thursday, 14 July 2022

ACTION POINTS

Minute	Action	Responsibility	Completed
M49.2/20	Chair's report: to review the approach to the way in which actions taken by Chairs of committees were reported.	JU/AW	Completed
M55/20	To circulate details of a site visit to various capital development projects such as the Creative Centre and Haxby Road.	RH	Completed
M57/20	To bring a presentation on the University's digital work to Governing Body at a future point.	RH	
M70/20	To undertake a review of non-Governing Body committees or groups with Governor membership to ensure that their status, remit and decision-making responsibility were clearly communicated.	AW	Completed
M70/20	To write to all governors to offer an opportunity to discuss any outstanding concerns not covered in the report.	JU	
M81.2/20	Governing Body should receive a further considered proposal about how Governors could contribute to the fundraising work of the University.	AW	
M88.5/20	The Chairs of Financial and Capital Development Committee and Audit Committee to report to the next meeting of the Governing Body on the nature and extent of the delegations and their appropriateness.	NB / JA	