Confirmed

BOARD OF GOVERNORS OF THE HE CORPORATION
MINUTES OF THE MEETING HELD ON
WEDNESDAY 14TH OCTOBER 2020

Present: Mr D Bagley (Independent Governor), Ms P Belcham (Students’ Union President/ Student Governor), Professor P Cullen (Senior Independent Governor, Deputy Chair of the Board of Governors), Mr J Finnigan (Independent Governor, Chair of the Board of Governors), Ms A Handa (Independent Governor), Mr J Hart (elected Student Governor), Professor C Pickles (Independent Governor), Mr N Ramshaw (Independent Governor), Dr D Reid (Independent Governor), Dr S Taylor (Governor nominated by the Academic Board), Mr D Whitehead (Independent Governor), and Professor S Wonnacott (Vice-Chancellor).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms J Hearnshaw (Secretary to the Vice-Chancellor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources) and Professor R Whittaker (Pro-Vice-Chancellor Academic).

1.0 Apologies for absence. No apologies were received.

The Chair welcomed Student Governors Ms Belcham and Mr Hart to the Board of Governors and thanks were given to Ms Edge, elected and co-opted Staff Governor, in her absence, for her contribution to the work of the Board of Governors, noting that she had left the University to take up a post elsewhere.

2.0 Declaration of interests & code of conduct report. The following standing declarations of interest were received: Mr Bagley (Council member, University of Sheffield, Gradcore Limited); Ms Belcham (Leeds Arts University Students’ Union President); Professor Cullen (trustee and Board Member, Open College of the Arts, and trustee Royal School of Needlework); Ms Handa (Anj Handa Associates, Chair of Freedom Studios Bradford); Mr Hart (student, Leeds Arts University); Professor Pickles (employee (Provost), Laureate Online Education (Liverpool Online & Roehampton Online); Dr Reid (Director of Bank Saderat plc and an Independent member of the probate (regulatory) committee of the Institute of Chartered Accountants of England and Wales); Dr Taylor (employee, Leeds Arts University); Mr Whitehead (employee (CEO & Principal), Leeds College of Building); Professor Wonnacott (employee, Leeds Arts University, director/trustee GuildHE Ltd, member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd, director/trustee Yorkshire Universities, partner a staff member and daughter a student at the University).

19.0 Search & Nominations Committee (SNC) recommendations on Governor appointments.

(iii) The Board of Governors agreed that agenda item 19 (iii) should be considered at this point on the agenda.

The Chair of the SNC reported that 3 members of the Committee had interviewed 2
candidates for Board membership and had agreed, at their meeting held earlier on 14 October 2020, to recommend to the Board of Governors the appointment of both Mr Mykaell Riley and Ms Noelle Rumball as Independent Governors for a period of 4 years, noting that the appointments would enhance the skills, expertise and diversity of the Board. It was agreed that the candidates CVs would be circulated to Board members, with any comments to be returned within a week.

The Board of Governors agreed, on the recommendation of its Search & Nominations Committee to appoint Mr Mykaell Riley as an Independent Governor for a period of 4 years, subject to his being eligible to be appointed: proposed Ms Handa, seconded Mr Ramshaw.

Action: Clerk

The Board of Governors agreed, on the recommendation of its Search & Nominations Committee to appoint Ms Noelle Rumball as an Independent Governor for a period of 4 years, subject to her being eligible to be appointed: proposed Ms Handa, seconded Mr Ramshaw.

Action: Clerk

The Board of Governors noted that the Search & Nominations Committee were recommending the following committee appointments, subject to the candidates accepting appointment to the Board of Governors and being eligible to be appointed: the appointment of Mr Riley to the Search & Nominations Committee; the appointment of Ms Rumball to the Audit Committee.

Action: Clerk

PART II - Items for approval

3.0 Minutes of the July 2020 meeting. The minutes of the meeting of the Board of Governors held on 1st July 2020, including the confidential minutes, were approved with the amendment of the list of Governors present to include Dr Taylor: proposed Dr Reid, seconded Professor Cullen.

Action: Clerk

4.0 Action plan update & matters arising. Governors considered the action plan attached to the above minutes, noting that actions not already completed were on the agenda or had a future completion date. There were no other matters arising from the minutes.

The Board of Governors received the action table report.

PART III - strategic items for consideration &/or information

5.0 Chief Executive’s report. The Vice-Chancellor, Professor Wonnacott presented the CEO’s report for October 2020. Governors considered the report, noting, in particular, the following areas covered by the report.

(i) The Times & The Sunday Times Good University Guide
Governors noted that the University had been ranked 4th in the North and the positive description included in the guide highlighted how the University’s performance had improved for graduate outcomes.

(ii) Whatuni Student Choice Awards
The Vice-Chancellor reported that the University had been the winner of the Whatuni Student Choice Awards in Student Support and had received second place in the University Facilities category.

(iii) Coronavirus
The Vice-Chancellor updated the Governors, noting that the University was working closely with the Government, Public Health officials in Leeds, Environmental
Health and Leeds City Council to ensure students had access to information, advice, support and tests where they needed them.

(iv) Academic Enrolment, Retention and Success Rates
It was noted that enrolments would be discussed at agenda item 6, when reviewing key performance indicators.

(v) Research
Governors noted that the Research Excellence Framework (REF) 2021 submission deadline had been confirmed as noon on the 31 March 2021 for all elements of submissions. Governors commended the high level of research output which was being produced in the period relevant to the REF.

(vi) Successes
Governors considered the section in the report on student successes, noting the high number of inspiring reports of success that had occurred during the current pandemic, including lockdown.

It was noted in response to Governors’ questions that: in common with the other universities in Leeds, the University was operating a blended learning approach i.e. a mixture of onsite and online learning.

The Student Governors reported that their personal experience was that they felt supported by departments. Dr Taylor reported on some of the positive benefits of blended learning which might be considered for continuing use in the future e.g. in relation to postgraduate study.

The Board of Governors received the Vice-Chancellor's CEO's report for October 2020.

6.0 Strategic Review.

The Vice-Chancellor presented the third annual report against the strategic plan 2017-2023 and key performance indicators (KPIs). Governors considered and discussed the report, including an update on enrolment data.

(A) Strategic Aims

1. To provide student-centred teaching and learning in a studio and practice based environment which nurtures excellence, leads to graduate success, and supports economic growth and artistic enrichment.

Governors noted that, to support this aim, several indicators had been used to assess how the University was performing, noting in particular that:

- In the National Student Survey, the University had performed better for overall satisfaction than the creative arts benchmark and the institutional specific benchmark;
- Non-continuation remained very low and was positive compared to the institutional benchmark;
- The destination of leavers from Higher Education was now managed centrally by Graduates Outcome and the results of the survey of 2017/18 graduates had been released by HESA as experimental statistics, with it being noted that there were no benchmarks or comparisons and a high percentage of the University's first-degree graduates were employed (employed includes self-employed) or undertaking further study;
- The percentage of undergraduate students in highly skilled employment compared well with the sector;
- The University continued to build on the investment made in careers, employability and enterprises and to provide additional resources to this area;
• The University’s further education (FE) achievement rates had remained high.

2. To continue to develop and progress relevant research practice which enhances teaching and learning, is globally significant and contributes positively to society.

Governors noted that, to support this aim, several indicators had been used to assess how the University was performing, noting that:
• The focus for research during this period had been preparing the University’s first submission to a national research assessment exercise (the Research Excellence Framework);
• Both the recommendation and selection panels had now met to confirm the individual output submissions in line with REF eligibility criteria and the University’s Code of Practice;
• With regard to the postgraduate cohort - Home and Overseas, enrolments for Home/EU full-time equivalent (FTE) students exceeded the targets set.

3. To consolidate our reputation as an influential specialist arts university, collaborating with external partners to support student success and cultural advancement.

Governors noted that:
• The latest undergraduate international enrolment numbers were in line with the University’s target, despite the Coronavirus pandemic and the restrictions in many countries, including the UK.

(B) Strategic Enablers

1. To foster a dynamic and professional culture which attracts, recruits and retains student-centred staff who actively engage in self-development and make a full contribution to the University.

Governors noted that:
• The percentage of HE academic teaching staff with a Higher Education Academy (HEA) Fellowship was above the target set and FE academic teaching staff with teaching qualifications was also above target.

2. To have a high quality physical environment and underlying infrastructure that supports students and staff in their aspirations and increases engagement with the wider community.

Governors noted that:
• The indicator relating to the percentage of property insurance replacement value invested in capital and maintenance had fallen slightly in 2019-20, with the majority of expenditure on ensuring that the estate was Covid secure;
• The Coronavirus pandemic had also meant that some planned changes had had to be put on hold for a year in order to ensure that the estate was Covid secure and ready for students in autumn 2020;
• The University had achieved 100% of its estate in condition A or B in 2019/20.

3. To ensure institutional sustainability by generating sufficient surpluses and using funding effectively so that appropriate investment can take place.

Governors noted that:
• The total number of Home/EU undergraduate students, including returners, was in line with the forecast target for 2022/23 and the number of Home/EU FE
students including returners was below target;

- The conversion rate target for Home/EU students was aspirational and, while the overall conversion rate was below this target, this was still a positive achievement, given the impact of the Coronavirus pandemic;
- The University’s annual surplus was better than budget and the previous year;
- The revolving credit facility had been termed out in March 2020 and the cashflow to debt service cost was within the covenant;
- Payroll costs were in line with last year.

The Board of Governors gave their congratulations to the senior management team on the report, noting indicators that had been met or surpassed.

In response to Governors’ questions, the Pro-Vice-Chancellor Academic, Professor Whittaker, reported that:

- The current pandemic had affected the University’s international student numbers and that, as a specialist institution, the University relied on being active in its markets physically;
- Although it had been a difficult recruitment cycle, the figures had, however, increased, especially for postgraduate courses, which was very positive.

In response to Governors’ questions concerning the mental health of the University’s students during the pandemic, the Vice-Chancellor reported that student welfare and academic teaching staff were offering online and face to face support, the established Covid track team were talking to all confirmed cases and ensuring they were able to access help if required.

[Confidential].

Governors noted in discussion that the University’s Masters provision had only recently been expanded but would continue to be regularly reviewed [confidential].

Dr Taylor noted that the repository of research available was extremely positive for the University’s postgraduate students and an excellent resource.

The Board of Governors received the annual report against the University’s strategic plan indicators and KPIs.

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**PART IV - academic items: for information**

### 7.0 Academic Board report. The Vice-Chancellor presented the Academic Board minutes of the 24\textsuperscript{th} June 2020.

Governors noted that the minutes of the Academic Board meeting held in June 2020 included the following:

- The Academic Board had approved the updated FE Recognition of Prior Learning Procedure to ensure it continued to meet awarding body requirements;
- The Academic Board had approved 4 additions to the University’s postgraduate provision i.e. the MA Digital Fashion, MA Animation, MA Illustration and MA Worldbuilding, with courses having commenced in September 2020;
- In FE the Extended Diploma in Creative Practice: Art, Design & Communication had been approved following funding changes to the previous course.

The Board of Governors received the minutes of the Academic Board meeting held on 24\textsuperscript{th} June 2020.
PART V - finance items: for information & review

8.0 Management accounts. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented the management accounts for 31st July 2020, including a review of financial KPIs, which was considered.

Governors noted that:
- The year-end operating surplus before the actuarial loss was higher than budget and the previous year;
- Income was slightly above budget due to an increased undergraduate and further education (FE) Home tuition fee income, with the undergraduate non-collection rate much better than budget;
- The balance sheet had remained strong and cashflow had remained healthy;
- There have been savings in pay costs;
- The impact of Covid-19 was not yet fully clear but the higher levels of liquidity would help the University to deal with the increased level of risk in the current environment.

It was noted in response to Governors' questions that:
- Maintenance costs were lower than expected but noting also in this context expenditure to ensure the University's buildings were Covid secure;
- The expansion in both Masters and undergraduate courses had had an impact on the budget but there had been strong retention with low non-collection of fees;
- An additional materials allowance had been paid to the students and the hardship fund had been increased to help support them;
- Due to the End of Year Show not having taken place there had been a cost for publishing an end of year book for graduates which had been noted in the accounts.

The Pro-Vice-Chancellor Assurance & Director of Finance reported with reference to Governors' questions concerning 2020/21 that:
- The University had not accepted the Student Loans Company (SLC) offer of altered tuition fee payments and the payment profile for the University therefore remained at 25%/25%/50%, which would have no impact on bank loan covenants;
- It was understood that only about a third of universities has accepted SLC's offer of an altered tuition fee payments profile;
- The impact of the pandemic on retention would be closely monitored;
- The University's loan could not be repaid early without penalty;
- Investment to ensure that the student experience was enhanced would be considered once the risks of the current pandemic had passed.

Increased contributions of over 15% for the West Yorkshire Pension Fund (WYPF), which was the pension scheme applicable to business support staff, were noted in discussion, noting also that the possibility of any substantial increase in employer contributions would be monitored by the University.

The Board of Governors received the management accounts for 31st July 2020.

9.0 Annual financial benchmarking report (KPMG). Members received the KPMG benchmarking report relating to the 2018/19 financial statements of HE institutions.

10.0 OfS annual TRAC and TRAC (T) benchmark analysis report. The Pro-Vice-Chancellor Assurance & Director of Finance presented the TRAC and TRAC(T) summary and analysis, noting that the benchmarking reports had been issued by the Office for Students (OfS) together with a report analysing the sector TRAC data.

Governors noted that the benchmarking analysis shows that the University had a higher level of publically funded teaching than the peer group (due to the inclusion of its FE
provision which was larger than most Universities in the group) and that non-publically funded teaching (overseas students) was much lower than the peer group. The sector data showed 96.1% of TRAC full economic costs recovered, with the University slightly below this figure, mainly due to the costs of new courses.

The Pro-Vice-Chancellor Assurance & Director of Finance reported that the TRAC (T) benchmarking report showed that the estimated cost to teach a publically funded art and design student, although showing an increase on the prior year, was still lower than the average for the sector and the peer group.

With reference to the BMus (Hons) Popular Music Performance course, Governors noted that costs of this course were visible since it was in an academic cost centre on its own and there was only one intake of students in 2018-19 and costs should reduce once the University had a full 3-year cohort. It was noted in discussion that, although the course had a high cost base, it was well aligned with the University's aims, ensuring an enrichment of the curriculum and worked towards widening the student demographic.

It was agreed that the Pro-Vice-Chancellor Assurance & Director of Finance would present, at a future Board of Governors’ meeting, the estimated cost of teaching a BMus (Hons) Popular Music Performance student based on the TRAC(T) methodology.

Action: Pro-Vice-Chancellor Assurance & Director of Finance

The Pro-Vice-Chancellor Assurance & Director of Finance reported that the TRAC(T) return for 2019/20 would not be taking place.

The Board of Governors received and noted the report.

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**PART VI - governance items: for approval**

11.0 Adoption of new CUC HE Code of Governance. The Clerk to the Board of Governors presented the new CUC Higher Education Code of Governance (the *Code*), noting that:

- Following consultation with the sector, the CUC had issued a new *Code* in Sept. 2020;
- Adoption of the *Code* remained voluntary, premised on an 'apply or explain' basis i.e. an institution would be expected to explain where one of the *Code*'s values or elements was not considered to be applicable to it;
- The new *Code* had 6 rather than 7 primary elements;
- In some cases the primary elements were almost identical to those in the previous code while in others there has been a change of focus e.g. ensuring that academic governance was effective was no longer a separate primary element in the new *Code* but was included at section 2.2 of new primary element 2 (Sustainability).

The Board of Governors approved the adoption of the new CUC HE Code of Governance: proposed Dr Reid, seconded Mr Bagley.

12.0 Adoption of CUC senior post-holder severance guidance. Dr Reid reported that the Remuneration Committee was recommending that, with reference to severance payments to senior post-holders, the Board of Governors should formally adopt the CUC's *Guidance on Decisions Taken about Severance Payments in HEIs*, in addition to the CUC's *The Higher Education Senior Staff Remuneration Code (2018)*.

The Board of Governors approved the adoption of the CUC’s *Guidance on Decisions Taken about Severance Payments in HEIs*, in addition to the CUC’s *The Higher Education Senior Staff Remuneration Code (2018)*: proposed Dr Reid, seconded Mr Bagley.

13.0 Revised Board of Governors’ standing agenda item list 2020-21. The Clerk reported that:

- The Board of Governors had approved an initial standing agenda item list for 2020-
21 at its July 2020 meeting;
• The Clerk was proposing 2 minor additions to the list to reflect the Board of Governors' practice in the previous year

The Board of Governors approved a revised standing agenda item list for 2020-21, on the recommendation of the Clerk: proposed Ms Handa, seconded Mr Bagley.

14.0 Board of Governors’ combined governance policies document & Standing Orders. The Clerk to the Board of Governors presented a report and recommendations on the Board of Governors' Combined Governance Policies document and Standing Orders.

It was noted that the Clerk was recommending the following amendments to the Combined Governance Policies document:
• Minor updating changes to the cross-references to University documents at sections C1-C3 of the schedule of delegation;
• Minor updating changes to the Board of Governors and committee membership sections for 2020/21, noting that these would need to be updated further once committees have elected their Vice-Chairs at their autumn 2020 meetings;
• The addition of the primary elements of the new CUC Higher Education Governance Code (the Code) together with a link to the full Code.

It was noted that the Board of Governors’ Standing Orders had last been revised and approved in June 2020

The Board of Governors approved the Clerk’s recommended amendments to its Combined Governance Policies document, agreeing that no further revision of the Board of Governors’ Standing Orders was required: approved Dr Reid, approved Professor Pickle.

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<th>PART VII - governance items: for information</th>
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<tr>
<td>15.0 Report on Chair’s action. Members noted that no action of the kind specified had been taken by the Chair of the Board of Governors since the last meeting of the Board of Governors.</td>
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<td>16.0 Report on use of the University seal. Members received a report from the Clerk, noting the use of the University seal in relation to 2 student accommodation nomination agreements and a contract for services relating to the devolved Greater Manchester adult education budget 2019/20.</td>
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<td>The Board received the report on use of the University seal since the last meeting of the Board of Governors.</td>
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<td>17.0 OfS reportable events update. The Clerk to the Board of Governors reported that the Board had approved at its July 2020 the relevant reportable events form informing the OfS that Mr Finnigan had been appointed as Chair of the Board of Governors from 17 July 2020. The form had been submitted to the OfS by the required deadline and Mr Finnigan had received an acknowledgement from the OfS on 24 August 2020 confirming receipt of the form.</td>
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<td>The Board of Governors received the OfS reportable events update.</td>
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PART VIII - Documents/links: items for information

18.0 Documents/links from regulators &/or other outside bodies. The Board of Governors received, for information, the following documents/links from the HE sector bodies or regulatory authorities:
   • OfS: Update on the Office for Students' approach to regulation and information about deadlines for data returns (30 July 2020).
   • OfS: Clarification of deadline for the annual TRAC return and arrangements for the TRAC(T) return for 2019-20 (9 Sept. 2020).
   • OfS Annual financial return 2020 and Interim financial data collection.

PART IX - Committee minutes & reports: for receipt

19.0 (i) Board of Governors Committee minutes. It was noted that there were no minutes to be received.
   (ii) Board of Governors Committee reports: The Chair of the Search & Nominations Committee (SNC) gave a verbal report on the meeting held earlier on 14 October 2020, noting that the main item of discussion had been Governor appointments.
   (iii) SNC recommendations on Governor appointments. It was noted that this item had been considered earlier on the agenda.

PART X - Final matters

20.0 Any other business. There was no matters of any other business.

21.0 Risk Management. There were no new items of risk identified at the meeting.

22.0 Date of next meeting. It was noted that the Board of Governors was next due to meet on Wednesday 25 November 2020 at 1.30pm.

PART XI - Reserved Matters

23.0 Exclusions. The following staff and student members withdrew before consideration of items on the confidential Reserved Matters agenda: Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Mr J Hart (elected Student Governor), Ms P Belcham (Students’ Union President/Student Governor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources), Dr S Taylor (Governor nominated by the Academic Board) and Professor R Whittaker (Pro-Vice-Chancellor Academic).
   Ms Handa (Independent Governor) left the meeting.

24.0 Reserved Matters: Board of Governors’ minutes. The confidential Reserved Matters minutes of the meeting of the Board of Governors held on 3 June 2020, were approved: proposed Professor Pickles, seconded Mr Whitehead.

25.0 Reserved Matters: action plan update & matters arising. The action plan attached to the above confidential Reserved Matters minutes was considered, with it being noted that the only action had a future completion date.

26.0 Reserved Matters: July 2020 Remuneration Committee minutes. The Board of Governors received, for information, the minutes of the July 2020 Remuneration Committee meeting.

27.0 Any other business arising from the Reserved Matters agenda. There was no other business.

28.0 Risk Management. There was no new items of risk identified during consideration of the Reserved Matters agenda.
BOARD OF GOVERNORS OF THE HE CORPORATION
Board of Governors' meeting held on Wednesday 25th November 2020 via Microsoft Teams

Present: Ms P Belcham (Students’ Union President/ Student Governor), Professor P Cullen (Senior Independent Governor, Deputy Chair of the Board of Governors), Mr J Finnigan (Independent Governor, Chair of the Board of Governors), Ms A Handa (Independent Governor), Mr J Hart (elected Student Governor), Professor C Pickles (Independent Governor), Mr N Ramshaw (Independent Governor), Dr D Reid (Independent Governor), Mr M Riley (Independent Governor), Ms N Rumball (Independent Governor), Dr S Taylor (Governor nominated by the Academic Board), Mr B Warden (elected & co-opted Staff Governor), Mr D Whitehead (Independent Governor), and Professor S Wonnacott (Vice-Chancellor).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms J Hearnshaw (Secretary to the Vice-Chancellor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources) and Professor R Whittaker (Pro-Vice-Chancellor Academic).

1.0 Apologies for absence & declaration of interests. Apologies were received from Mr D Bagley (Independent Governor).

The following standing declarations of interest were received: Ms Belcham (Leeds Arts University Students’ Union President); Professor Cullen (trustee and Board Member, Open College of the Arts, and trustee Royal School of Needlework); Ms Handa (Anj Handa Associates, Chair of Freedom Studios Bradford); Mr Hart (student, Leeds Arts University); Professor Pickles (employee (Provost), Laureate Online Education (Liverpool Online & Roehampton Online); Dr Reid (Director of Bank Saderat plc and an Independent member of the probate (regulatory) committee of the Institute of Chartered Accountants of England and Wales); Mr Riley (employee University of Westminster); Ms Rumball (employee Uniac, trustee of University of Bristol Students’ Union); Dr Taylor (employee, Leeds Arts University); Mr Whitehead (employee (CEO & Principal), Leeds College of Building); Professor Wonnacott (employee, Leeds Arts University, director/trustee GuildHE Ltd, member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd, director/trustee Yorkshire Universities, partner a staff member and daughter a student at the University).

2.0 Appointment of the elected Staff Governor. Ms Handa, Chair of the Search & Nominations Committee presented a report on the staff elections for the vacancy for an elected and co-opted Staff Governor which had arisen following the resignation from the Board of Governors of Ms Gail Edge to take up a post elsewhere. It was noted that: two staff members had stood in the election, with Mr Ben Warden, HE Administration Manager, being the successful candidate; Mr Warden was eligible to be appointed to the Board of Governors.

The Board of Governors appointed, on the recommendation of the Search & Nominations Committee, Mr Ben Warden, as Staff Governor.
Committee, Mr Warden as the elected and co-opted Staff Governor for a period of 4 years from the 25th November 2020: proposed Ms Handa, seconded Mr Whitehead.

Mr Warden joined the meeting.

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<th>PART I - procedural matters: items for approval</th>
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<td><strong>3.0 Minutes of the previous meeting.</strong> The minutes of the meeting of the Board of Governors held on 14th October 2020, including any confidential minutes were approved: proposed Ms Handa, seconded Mr Whitehead.</td>
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| 4.0 Action plan update & matters arising. | Governors considered the action plan attached to the above minutes, noting that actions not already completed were on the agenda or had a future completion date. Members noted, with reference, to Action 1, the need for an Access & Participation Plan (APP) update was routinely considered before each Board of Governor’s agenda and that this action should therefore be noted to be complete and removed from the action plan. |
| **Action: Clerk** |

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<th>PART II - CEO’s report: items for consideration and monitoring</th>
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<td><strong>5.0 Chief Executive’s report.</strong> The Vice-Chancellor, Professor Wonnacott presented the CEO’s report for November 2020. Governors noted, in particular, the following areas covered by the report.</td>
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(i) **Coronavirus**
The Vice-Chancellor reported that: positive Covid-19 cases at the University remained low; the University had not been included in the government’s list of universities able to offer Covid-19 testing in December 2020, although it had submitted an expression of interest; the University was continuing to work closely with other institutions in Leeds on matters relating to the pandemic e.g. Public Health officials, Environmental Health, the Council and other universities in Leeds.

It was noted in response to Governors’ questions that: students were communicated with regularly to keep them up to date with government guidance; meetings between course representatives and the Vice-Chancellor and Academic Pro-Vice-Chancellors had commenced, with positive feedback having been given concerning the level of engagement with students and the way in which the University had adapted during the pandemic.

(ii) **Research**
Governors commended the positive amount of research noted in the report, noting in particular the University’s participation in the International Conference on Arts, Culture and Education 2020, Sichuan Fine Arts Institute, China, which had taken place in November 2020. Professor Whittaker, Pro-Vice-Chancellor Academic, praised the enthusiasm of staff who had engaged with the conference virtually and the strong relationship that was being forged with the Sichuan Fine Arts Institute.

(iii) **Successes**
Governors considered the report on student successes, commending the considerable number of successes listed and noting significant student achievements despite the pandemic.

The Board of Governors received the CEO’s report for November 2020.

| 6.0 Key performance indicator (KPI) report. | Governors noted that, as the KPI report remained unchanged from the report presented to the October 2020 Board of Governors’ meeting, there was no update to be given. |
PART III - Reports on academic matters: for information

7.0 Academic Board report. Governors noted that the November 2020 Academic Board minutes would be presented to the January 2021 Board of Governors’ meeting.

PART IV - Governance matters: for approval

8.0 Chancellor appointment process & role description. It was noted that: the Articles of Government stated that ‘The Board of Governors shall appoint a Chancellor of the University, and shall determine the Chancellor’s terms of appointment and removal and functions’; the Board of Governors had approved an appointment process for the Chancellor and details of the roles and responsibilities of the Chancellor in July 2017.

The Vice-Chancellor and the Clerk to the Board of Governors presented to the Board proposed revisions to the Chancellor appointment process and role description.

The Board of Governors approved the revised Chancellor appointment process and role description: Ms Handa, seconded Mr Whitehead.

9.0 Chancellor appointment. [Confidential minute].

The Board of Governors received a confidential report on the appointment of a Chancellor.

PART V - Finance matters: items for consideration

10.0 Management accounts. The Pro-Vice-Chancellor Assurance & Director of Finance presented to the Board the management accounts for the period ending 31st October 2020, including a review of financial KPIs.

Governors noted that:
- Enrolment of HE Home and EU had, in the circumstances, been strong overall;
- There had been a slight fall in international recruitment and enrolment, although, given the impact of the pandemic, this was better than expected;
- FE recruitment and enrolment was slightly lower than target;
- There had been significant growth in the University's Masters provision;
- There were some variances due to the impact of the pandemic e.g. a reduction in travel costs, course consumables were lower due to no educational visits, there had been significant spending on maintenance related to Covid-19;
- The balance sheet was strong with a healthy cash position.

It was noted, in response to Governors' questions, that the final position would be dependent upon the profile of student retention.

The Board of Governors received the management accounts for the period ending 31st October 2020.

PART VI - Finance & assurance matters: for adoption or approval

11.0 Remuneration Committee annual report. Governors noted that the Committee of University Chairs (CUC) had issued guidance on senior staff remuneration in June 2018 including The Higher Education Senior Staff Remuneration Code (the Remuneration Code), which had been considered by the Remuneration Committee, with a first report against the Remuneration Code being presented to the Board of Governors in November 2019.

Dr Reid, as Chair of the Remuneration Committee, reported that:
- The Remuneration Committee had approved at its meeting on the 11th November 2020, its second annual report on senior post-holder remuneration for the financial year ended 31st July 2020 for presentation to the Board of Governors;
- The report set out how the Committee had discharged its responsibilities during 2019/20 and, in doing so, how it had complied with the CUC's The Higher Education
Senior Staff Remuneration Code and the Higher Education Code of Governance;

- The report included details of the Vice-Chancellor’s remuneration and the pay multiples of the Vice Chancellor’s salary against the median salary of staff for 2019/20 and the previous year;
- Information on the remuneration of the senior management team, including the Vice-Chancellor, was also included in Note 8 to the University's annual report and financial statements, which would be considered later on the agenda.

It was noted in response to Governors’ questions that the report, if adopted by the Board of Governors, would be placed on the Governance section of the University’s website.

**Action: Clerk**

The Board of Governors approved for adoption and publication on the University website the Remuneration Committee’s annual report for the financial year ended 31st July 2020: proposed Mr Whitehead, seconded Ms Rumball.

12.0 **Audit Committee annual report.** The Chair of the Audit Committee, Dr Reid, presented the Audit Committee Annual Report 2019/20, including the following appendices: the internal audit report from HWCA for the year ended 31st July 2020, the external auditors’ report to the Audit Committee from KPMG for the year ended 31st July 2020, and the University’s risk register for October 2020.

Dr Reid drew Governors’ attention to the sections of the Audit Committee’s annual report which outlined the work that the Committee had undertaken during the year, together with a review of the documents attached as appendices.

Dr Reid noted that the Audit Committee’s annual report included a review of the work of the internal auditors, HWCA, in 2019/20 which had been considered by the Committee, noting that their work had resulted in the following positive opinion: ‘Overall in our opinion, based upon the reviews performed during the year, the University: has adequate and effective risk management; has adequate and effective governance; has adequate and effective control processes; and has adequate and effective arrangements to reasonably secure VfM’.

Dr Reid noted, with reference to the risk register, that this was compiled and regularly reviewed by the University’s senior management team (SMT), reviewed 3 times during the year by the Audit Committee, with identification of new risks a standing agenda item for the Board of Governors and its committees.

Dr Reid reported that the Audit Committee had considered a draft year-end report for 2019/20 (the ISA 260 report) issued by the University's external auditors, KPMG at its meeting on 11 November 2020; the Committee had noted that KPMG anticipated issuing an unqualified audit opinion in the standard format subject to completion of consideration of going concern up to the date KPMG signed the accounts and receipt of a signed management representation letter following approval by the Board of Governors; there were no recommendations arising from the audit; a final version of KPMG’s ISA 260 report, which had been issued following a review by KPMG of a national issue affecting pension scheme assets, had been sent to Governors with the papers for the current meeting.

Governors noted that KPMG’s report recorded that: there were no adjusted audit differences between the accounts drawn up by management and those as presented; there had been 3 minor presentational adjustments, none of which had had an impact on the core financial statements.

Governors noted that the Audit Committee’s overall opinion as stated in its annual report was that ‘On the basis of the information presented to it, the Audit Committee is satisfied that reliance can be placed upon the adequacy and effectiveness of the University’s
arrangements for: risk management, control and governance; economy, efficiency and effectiveness (value for money); the management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, OfS, Research England and other bodies’.

The Board of Governors considered and received the Audit Committee’s Annual Report for 2019/20 and approved it for adoption: proposed Professor Cullen, seconded Mr Riley.

**Action: PVC Assurance & Director of Finance**

**13.0 Members’ report & annual financial statements for the year ended 31.7.20.** The Chair of the Audit Committee, Dr Reid, presented the University’s annual report and financial statements for the year ended 31st July 2020.

Dr Reid reported that the November 2020 meeting of the Audit Committee had noted that:

- The outturn for the financial year in the financial statements was unchanged from that shown in the July 2020 management accounts presented to the Board of Governors at its October 2020 meeting;
- There had been an actuarial loss for the year in respect of the West Yorkshire Pension Fund (WYPF), noting its effect on the surplus shown in the Statement of Comprehensive Income for the financial year ended 31st July 2020;
- The University’s external auditors had identified no issues in relation to the regularity of the University’s expenditure and, as noted earlier on the agenda, the University’s external auditors had identified no issues in respect of the University’s status as a going concern and anticipated issuing an unqualified audit opinion on the financial statements, subject to their approval by the Board of Governors.

Dr Reid drew particular attention to the following:

- At page 20 (the Auditor’s Report), the auditors’ draft opinion that the financial statements gave a true and fair view of the state of the University’s affairs as at 31 July 2020;
- At page 23, the Statement of Comprehensive Income which showed a surplus before other gains and losses of £3.08 million and a deficit of £2.49 million taking into account the pension scheme actuarial loss;
- The University had net assets of £24.9 million as shown on page 25 (Statement of Financial Position);
- At page 26 (Statement of Cash Flows) net cash inflow from operating activities was shown as £4.28 million, with cash and cash equivalents at 31 July of £10.06 million.

It was noted with reference to Note 20 that:

- Two pensions schemes applied to the University’s staff;
- The Teachers Pension Scheme (TPS) was a statutory, contributory, unfunded defined benefit scheme underwritten by HM Treasury, which did not hold assets and with deficits made up by adjusting contributions, which affected current expenditure but did not affect the balance sheet;
- The Local Government Pension Scheme (LGPS) was a funded defined benefit scheme, with the assets held in separate trustee funds administered by the West Yorkshire Pension Fund (WYPF);
- The information provided in Note 20 was based on a full actuarial valuation of the WYPF as at 31st March 2019 updated to 31st July 2020 by a qualified independent actuary;
- It was noted with reference to the WYPF that the discount rate reflected interest rates and the return on investments, which were currently low, with other factors affecting the valuation of the fund including longevity and salary increases;
- The University’s external auditors, KPMG, had stated in their annual report that they considered the actuarial assumptions applicable to the WYPF to be realistic but cautious.
The Board of Governors approved, on the recommendation of the Audit Committee, the University's Annual Report and Financial Statements for the financial year ended 31 July 2020: proposed Professor Pickle, seconded Mr Whitehead.

It was noted that the approved Annual Report and Financial Statements signed by the Chair of the Board of Governors, the Vice-Chancellor, and the external auditors would be submitted to the OfS and placed on the University website.

*Action: Chair/VC/KPMG/PVC Assurance & Director of Finance*

### 14.0 Letter of representation to the external auditors

Dr Reid, as Chair of the Audit Committee, reported that the Committee had considered the letter of representation to the external auditors at its November 2020 meeting.

Governors noted that:

- The letter of representation confirmed that, to the best of Governor’s knowledge and belief, relevant disclosures had been made to the external auditors, following relevant enquiries e.g. the October and November 2020 meetings of the Audit Committee had received management representations from the Senior Management Team, on breaches of laws and regulations, actual or suspected frauds, and the existence of related party transactions, noting that none had declared that they were aware of any issues which should be brought to the Board of Governors’ attention;
- Individual Governors had also provided year end declarations on related party transactions.

The Board of Governors approved the letter of representation to the external auditors, on the recommendation of the Audit Committee, for signing and submission to KPMG: proposed Dr Reid, seconded Professor Cullen.

*Action: Chair/PVC Assurance & Director of Finance*

### 15.0 Annual financial return

The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented to the Board of Governors the updated financial forecasts and commentary for submission to the OfS.

It was noted that the OfS requirements included: financial forecasts and commentary to be approved by the Board of Governors prior to submission and the sign off form signed by the University’s Accountable Officer (i.e. the Vice-Chancellor); any material changes to historic or forecast financial data or performance following this financial submission being treated as a reportable event under condition F3.

Governors noted, with reference to the papers received, that Appendix 1 set out the main statements (income and expenditure, financial position and cashflows), the commentary to be submitted to the OfS had been included at Appendix 2, with the full financial return placed on the Governance section of eStudio for information.

*Confidential minute.*

The Board of Governors approved the updated financial forecasts, together with the annual financial return and commentary for submission to the OfS: proposed Ms Rumball, seconded Dr Reid.

*Action: PVC Assurance & Director of Finance*

### 16.0 Covenants

The Pro-Vice-Chancellor (PVC) Assurance & Director of Finance, Ms Bailey, reported to the Board of Governors that, under the terms of the revolving credit facility, the University had to comply with the financial covenants, supply a signed covenant certificate...
and supply a signed financial statement certificate to accompany the financial statements.

It was noted that the covenant compliance certificate had been signed by the Chair of the Audit Committee, an Audit Committee member and by the Vice-Chancellor. The financial statement certificate to accompany the financial statements had been signed by the Chair of the Board of Governors and the Vice-Chancellor.

The Board of Governors received, for information, the signed covenant certificate and signed financial statement certificate.

**PART VIII - Other finance, audit, regulatory matters: for approval**

17.0 **Bank mandate.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, reported to the Board of Governors that, in order to ensure that interest payments for the term loan were made promptly and to enable money market deposits to be placed in line with the Treasury Policy, a business bank account would be opened with HSBC UK Bank plc (‘the Bank’) the following resolutions required approval. Governors noted that the signatories had been limited to remove complexity with conflicts of interest.

The Board of Governors resolved:

1. That a bank account or accounts be opened/continued with the Bank and the Bank is authorised to act on any Instruction provided they have been given by those persons named in the Specimen Signatures section (or authorised by such persons in accordance with the applicable authorisation requirement(s)) as follows: any two listed persons together.

2. That any debt incurred to the Bank under this mandate shall, in the absence of written agreement by the Bank to the contrary, be repayable on demand.

3. That the following are authorised to supply the Bank, as and when necessary, with lists of all persons who are authorised to give instructions on behalf of the University, and that the Bank may rely on such lists: any two authorised persons.

4. That the University accepts the account(s) and banking relationship with the Bank will be governed by and subject to the Business Banking Terms and Conditions (a copy of which has been provided) as amended from time to time, together with any terms and conditions in respect of specific products and services requested by the University.

5. That these resolutions be communicated to the Bank and remain in force until changed by a resolution passed by the Board of Governors of the University and a copy, certified by the Chair, is received by the Bank.

The Board of Governors approved the list of persons named in the specimen signatories section of the bank mandate proposed Dr Reid, seconded Ms Rumball.

**PART VIII - Other finance, audit, regulatory matters: for approval (continued)**

18.0 **Cleaning services tender.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, reported that the University had recently undertaken a mini competition using the Crescent Purchasing Consortium (CPC) framework agreement for the provision of cleaning services for four years.

Governors noted that: five suppliers had submitted bids and, upon completion of the tender evaluation process, Bulloughs (the incumbent supplier), had received the highest score, being strongest on quality and having submitted the lowest tender; Bulloughs were therefore the University’s preferred bidder for cleaning services.

The Board of Governors approved the appointment of Bulloughs Cleaning Services Ltd as the
supplier for cleaning services on a 4 year contract: proposed Mr Whitehead, seconded Ms Handa.

19.0 **Annual internal audit plan.** The Chair of the Audit Committee, Dr Reid reported that the Audit Committee had considered HWCA's draft internal audit strategy 2020/21 - 2022/21 at its October 2020 meeting and were recommending the internal audit plan 2020/21 to the Board of Governors for approval.

Members noted that it was proposed that the plan would be undertaken in 2 blocks in 2020/21 and included the following reviews; processes for embedding risk management (3 days), controls over KPI data (3 days), payroll controls (4 days), TRAC assurance (4 days), Academic quality management (4 days), MIS data quality management (5 days), the application system (3 days), this totals the agreed 32 days with housekeeping time included.

It was noted in response to Governors’ questions concerning the need to include a review of cyber security issues in the 2020/21 plan, that: this had been discussed in detail by the Audit Committee when reviewing the plan, with the Committee reassured by management responses i.e. that there had been 2 recent internal audit reviews in this area, with recommendations arising being addressed, an IT health check had been included in year 2 of the internal audit plan; [confidential minute].

The Board of Governors approved the internal audit strategy 2020/21, on the recommendation of the Audit Committee: proposed Professor Cullen, seconded Dr Reid.

20.0 **Annual Prevent duty report.** The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell, reported that the University was required to submit an annual Prevent monitoring return to the OfS. Governors noted that: the purpose of the report was to enable the Board to have confidence that the University was carrying out its duties in relation to Prevent and managing this area appropriately; the Prevent annual monitoring report being presented to the Board of Governors outlined how the University met its duty between 1st August 2019 and 31st July 2020.

Governors considered the report, including the following documents to be submitted to the OfS: the Prevent monitoring accountability statement; Prevent accountability data return.

Governors noted that part of Professor Russell's role as the University’s Prevent lead included reporting to the Board of Governors through the annual report being considered at the current meeting and that, in addition, the Board of Governors also received at each meeting the Vice-Chancellor’s report, which included a section on escalations of internal processes regarding referrals or visiting speakers, noting that there had been no escalations in 2019/20. It was noted that the University kept its Prevent risk assessment and action plan under regular review.

The Board of Governors received the University’s Prevent duty monitoring report for 2019/20 and approved the Prevent accountability data return and the Prevent monitoring accountability statement for signing by the Chair of the Board of Governors and submission to the OfS by the deadline of 1st December 2020: proposed Ms Handa, seconded Mr Riley.

**Action:** Chair/PVC Student Experience & Resources

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**PART IX - Students’ Union matters: for approval**

21.0 **Students’ Union annual report & accounts.** Governors noted that, under the Education Act 1994, the Board of Governors was responsible for ensuring that the Students’ Union was accountable for its finances, including presenting financial reports to the Governors annually.

The PVC Student Experiences & Resources, Professor Russell presented the Students’ Union report and accounts for the year ended 31.7.20, noting that the report had been prepared
by Ms Cook, Students’ Union Liaison Officer.

The Board of Governors received the Students’ Union annual report and approved the Students’ Union accounts for the year ended 31st July 2020: proposed Dr Reid, seconded Ms Rumball.

22.0 Students’ Union budget 2020/21. Governors noted that, under the Education Act 1994, the Board of Governors was responsible for approving the union’s budget and the monitoring of its expenditure.

Governors noted that:
- The amount of grant provided by the University for 2020/21 had been reduced to recognise the lower cost of online activity compared to venue-based events and activities;
- The continued investment in the Union for 2020/21 would help the Union continue to support the student experience through its services during uncertain times and in line with developments and areas of growth;

The Board of Governors approved the Students’ Union Budget for the financial year ending 31st July 2020: proposed Dr Reid, seconded Mr Whitehead.

PART X – Governance matters: for information

23.0 OfS: compliance with ongoing conditions of registration. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented a report on compliance with the ongoing conditions of OfS registration.

Governors noted that Ms Bailey’s report confirmed that:
- From the 1st August 2019, all registered providers were required to comply with all of their ongoing conditions of registration;
- A table showing the list of conditions and their current status, which was attached as an appendix to the report, showed that all conditions had been met by the University to date, with the exception that the Aggregate Offshore Record nil return was submitted a day late.

The Board of Governors received a report on the University’s compliance with the OfS ongoing conditions of registration.

(Nick Ramshaw left the meeting).

24.0 Code of Governance & Statement of Primary Responsibilities report. The Clerk reported that: the June 2015 meeting of the Board of Governors had agreed to adopt the CUC Higher Education Code of Governance (2014, revised 2018) (the Code) from 1 Aug 2015; the Code was premised on an ‘apply or explain’ basis i.e. a governing body must explain where it considers a whole primary element or a supporting ‘must’ statement inappropriate.

Governors noted that: the full 2019/20 report against the Code had been considered and approved by the Audit Committee at its November 2020 meeting, which had concluded that the primary elements in the Code and the responsibilities in the Statement had been applied; a summary version of the year-end report was being presented to the Board of Governors, for information, with the full report against the Code & Statement published on the University website.

Action: Clerk

The Board of Governors received the 2019/20 summary report against the Code of Governance & Statement of Primary Responsibilities report, noting that the primary elements in the Code and the responsibilities in the Statement had been applied.
25.0 **Report on Chair’s action.** The Board of Governors noted that the following Chair’s action had been taken since the October 2020 meeting of the Board of Governors: John Finnigan, as Chair of the Board of Governors, had approved under Chair’s action and on behalf of the Board of Governors, a letter of engagement from KPMG concerning an annual report to be produced confirming compliance with the requirements of the United States Department of Education William D. Ford Direct Loan Program, delegating the signing of the letter to the Vice-Chancellor.

26.0 **Report on use of the seal.** The Board of Governors noted that the seal had not been used since the October 2020 meeting of the Board of Governors.

**PART XI - Documents/links: for information**

27.0 **Documents/links from outside bodies.** The Board of Governors received the report on the following documents/links for information: With reference to the OfS publications page, which noted recent publications including letters to Vice-Chancellors as Accountable Officers at [https://www.officeforstudents.org.uk/publications/](https://www.officeforstudents.org.uk/publications/), the following had been noted as being of particular interest:

- OfS: Analysis of degree classifications over time - changes in graduate attainment from 2010-11 to 2018-19 (published 19th November 2020)
- OfS: Letter to accountable officers following the government’s announcement that new national restrictions will be introduced in England from 5 November 2020 (published 4th November 2020)
- OfS Letter to accountable officers: Coronavirus outbreaks (published 16th October 2020).


The report on documents and links from regulators and other outside bodies was received.

**PART XII - Committee reports & minutes: for receipt**

28.0 **Board of Governors: committee minutes & reports.**

28.1 **Audit Committee.** The Board of Governors received the confirmed minutes of the meeting held on 14th October 2020. It was noted that reports and recommendation arising from the meeting held on 11th November 2020 had been considered earlier on the agenda.

28.2 **Audit Committee.** Members noted that the minutes of the 11th November 2020 meeting would be presented to the Board of Governors meeting to be held in January 2021. The reports and recommendations arising from the meeting were considered earlier on the agenda.

28.3 **Search & Nominations Committee.** Members noted that the minutes of the meeting held on 14th October 2020 and the 25th November 2020 would both be presented to the Board of Governors meeting to be held in January 2021.

**PART XIII - Final matters**

29.0 **Any other business.** There were no new items of business.

30.0 **Risk Management.** There were no new items of risk identified.

31.0 **Date of next meeting:** It was noted that the Board of Governors was next due to meet on Wednesday 27th January 2021 at 1.30pm.
PART XIV - Reserved Matters

32.0 Exclusions. There were no required exclusions.

33.0 Reserved Matters minutes of the previous meeting. Members noted that the Reserved Matters minutes of the meeting of the Board of Governors held on 14th October 2020 were in the public domain and had been considered for approval earlier on the agenda.

34.0 Remuneration Committee minutes of 11th November 2020. Members noted that the minutes of the Remuneration Committee meeting held on 11th November 2020 would be presented to the January 2021 meeting of the Board of Governors. The main item considered at the meeting was the Remuneration Committee report, which had been considered earlier on the agenda.

35.0 Any other business. There were no new items of business relating to the Reserved Matters agenda.

36.0 Risk Management. There were no new items of risk identified at the under the Reserved Matters agenda.
1.0 Apologies for absence. Apologies were received from Dr S Taylor (Governor nominated by the Academic Board) and Mr J Hart (elected Student Governor).

2.0 Declaration of interests. There were no declarations of interest.

3.0 Minutes of the previous meeting. It was noted that, as the meeting was an Extraordinary meeting, the minutes of the previous meeting were not due to be considered.

4.0 Letter of representation. The Board of Governors noted the following information which had been provided with the papers for the meeting:

- The Board of Governors had received, at its November 2020 meeting, a report on Chair’s action taken since the Board of Governors’ meeting held on 14th October 2020 i.e. that on 15th October 2020, John Finnigan, as Chair of the Board of Governors, had approved under Chair’s action and on behalf of the Board of Governors, a letter of engagement from the University’s external auditors, KPMG, concerning an annual report to be produced confirming compliance with the requirements of the United States Department of Education William D. Ford Direct Loan Program (the William D Ford Direct Loan Program), delegating the signing of
the letter to the Vice-Chancellor;

- KPMG had now completed their agreed procedures in relation to the one William D Ford Direct Loan Program student which the University had in 2019-20;
- KPMG's report noted that there had been no instances of material non-compliance identified in its review
- Before signing their report, KPMG required a letter of representation from the Board of Governors;
- To enable the Board of Governors to satisfy itself that it had made all due enquiries in relation to the representations required by KPMG in this case and in line with the Board of Governors' established practice when providing representations to KPMG in connection with the financial statements audit, John Finnigan, as Chair of the Board of Governors, had requested relevant management representations.

The Board of Governors considered representations received from management, noting that the University's Senior Management Team had confirmed that it was not aware of any reason why the specific representations in KPMG’s representation letter could not be given, including confirming, in particular, that there was nothing to bring to the attention of the Board of Governors in relation to paragraph 6 in the letter and acknowledging management’s responsibility for the representations set out at paragraphs 7 to 15 of the letter.

Governors noted that KPMG’s report included one recommendation, relating to the certification of roster files i.e. the University was required to confirm student enrolment information within 15 days of receiving the Enrolment Reporting Roster file; 5 confirmations were carried out during 2019-20; KPMG’s report noted that the March 2020 confirmation had been submitted a day late, which the University had confirmed was partly due to the closure of the University's buildings on 24th March 2020 as a result of the national lockdown due to the Covid-19 pandemic; KPMG had recommended that the University should certify the Roster files within 15 days of the scheduled roster dates to ensure timely enrolment reporting, which management had accepted. Governors discussed whether, with reference to this recommendation, any qualification should be included in the letter of representation from the Board of Governors to KPMG, concluding that this was not necessary.

It was noted in response to Governors' questions that once signed, KPMG's report would be transmitted to the William D Ford Direct Loan Program as a formal transmittable letter.

Dr Reid, as Chair of the Audit Committee, reported that:
- While the Audit Committee had not considered the draft letter of representation from the Board of Governor to KPMG in relation to their compliance report on the William D Ford Direct Loan Program, it did consider, as part of its annual cycle of work, the University's student records system to enable it to provide the Board of Governors with an annual opinion on the management and quality assurance of data submitted by the University to the Higher Education Statistics Agency, the Student Loans Company, the OfS, Research England and other bodies;
- The Audit Committee's general enquiries, as noted above, indicated that the University's systems were robust and reliable and, taking this in account together with the management representations received, he was of the opinion that the Audit Committee would have recommended that the Board of Governors should sign the draft letter of representation, had they considered it.
Audit Committee members present at the meeting agreed with Dr Reid's conclusion as noted above.

The Board of Governors noted management representations and approved, for signing by the Chair of the Board of Governors, the letter of representation to KPMG relating to their compliance report in relation to the William D Ford Direct Loan Program.
*Action: Chair/PVC Assurance & Director of Finance*

**PART XIII - Final matters**

5.0 **Any other business.** The Vice-Chancellor, Professor Wonnacott, reported that Skin had accepted the role of Chancellor of the University. It was noted that the University’s Marketing Department would make a public announcement in January 2021 and that the appointment should remain confidential until that time.
*Action: Head of Marketing*

6.0 **Risk Management.** It was noted that no new items of risk were identified at the meeting.

7.0 **Date of next meeting.** It was noted that the Board of Governors was next due to meet on Wednesday 27th January 2020 at 1.30pm
BOARD OF GOVERNORS OF THE HE CORPORATION
Minutes of the Board of Governors' meeting held on Wednesday 27th January 2021 via Microsoft Teams

Present: Ms P Belcham (Students’ Union President/ Student Governor), Professor P Cullen (Senior Independent Governor, Deputy Chair of the Board of Governors), Mr J Finnigan (Independent Governor, Chair of the Board of Governors), Professor C Pickles (Independent Governor), Mr N Ramshaw (Independent Governor), Dr D Reid (Independent Governor), Mr M Riley (Independent Governor), Ms N Rumball (Independent Governor), Dr S Taylor (Governor nominated by the Academic Board), Mr B Warden (elected & co-opted Staff Governor), Mr D Whitehead (Independent Governor), and Professor S Wonnacott (Vice-Chancellor).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms J Hearnshaw (Secretary to the Vice-Chancellor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources) and Professor R Whittaker (Pro-Vice-Chancellor Academic).

1.0 Apologies for absence & declaration of interests. Apologies were received from Mr D Bagley (Independent Governor), Ms A Handa (Independent Governor) and Mr J Hart (elected Student Governor).

2.0 Declaration of interests & code of conduct report. The following standing declarations of interest were received: Ms Belcham (Leeds Arts University Students’ Union President); Professor Cullen (trustee and Board Member, Open College of the Arts, and trustee Royal School of Needlework); Professor Pickles (employee (Provost), Laureate Online Education (Liverpool Online & Roehampton Online); Dr Reid (Director of Bank Saderat plc and an Independent member of the probate (regulatory) committee of the Institute of Chartered Accountants of England and Wales); Mr Riley (employee University of Westminster); Ms Rumball (employee Uniac, trustee of University of Bristol Students’ Union); Dr Taylor (employee, Leeds Arts University); Mr Whitehead (employee (CEO & Principal), Leeds College of Building); Professor Wonnacott (employee, Leeds Arts University, director/trustee GuildHE Ltd, member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd, director/trustee Yorkshire Universities, partner a staff member and daughter a student at the University).

PART I - Procedural matters: items for approval

3.0 Minutes of the previous meeting. The minutes, including the confidential, of the meeting of the Board of Governors held on the 25th November 2020 were approved with
an amendment at minute 23 i.e. the whole minute should be non-confidential: proposed Professor Pickles, seconded Dr Taylor.

**Action: Clerk**

The minutes of the meeting of the Board of Governors held on the 10th December 2020 were approved: proposed Mr Whitehead, seconded Professor Cullen.

**4.0 Action plan update & matters arising.** The Board of Governors considered the action plan attached to the minutes of the meeting of the Board of Governors held on the 25th November 2020, noting that all actions had been completed with the following exception:

- A report on the cost of teaching a BMus (Hons) Popular Music Performance student based on the TRAC(T) methodology would be presented to the March 2021 Board of Governors’ meeting.

**Action: Pro-Vice-Chancellor Assurance & Director of Finance**

There were no matters arising from the above minutes.

**PART II - CEO’s report: items for consideration and monitoring**

**5.0 Chief Executive’s report.** The Vice-Chancellor, Professor Wonnacott presented the CEO’s report for January 2021. Governors noted, in particular, the following areas covered by the report.

(i) Coronavirus

The Vice-Chancellor reported that:

- Following a change in Government advice, only a small number of courses nationally had been allowed back for on-campus teaching in January 2021, with the permitted list not including arts courses;
- Representatives of practical arts-based institutions had stressed the importance of teaching on campus for practical courses in meetings with the Minister for Universities.

It was noted that:

- Students were currently able to access facilities on campus if they had an exemption, which included those without a suitable place to work where they lived and those with mental health difficulties;
- The University had sent a detailed communication to students on 1st January 2021, which included a reminder of the availability of hardship funds.

Governors noted with reference to Covid-19 testing that:

- The University's Lateral Flow Testing Centre for students and staff was operational, with students who needed to access facilities strongly recommended to take a test;
- The University had carried out around 400 tests to date, with no positive cases recorded.

(ii) New Chancellor

The announcement of the University's first Chancellor had been positively received and had received significant media coverage.

(iii) Research

Governors commended staff for the significant amount of research noted in the report.
(iv) **Successes**
Governors considered the report on student successes, commending the considerable number of successes listed and noting significant student achievements despite the pandemic.

In discussion of the CEO's report, the issue of Governors' responsibilities during the pandemic was raised, with it being noted that:

- The Board of Governors' key responsibility remained its responsibility under health and safety legislation;
- Guidance during the pandemic was government driven, with communications from the University's regulator, the Office for Students (OfS), reflecting government guidance;
- Regular briefings from the Vice-Chancellor in her CEO's report provided the Board of Governors with assurance that Covid-19 guidelines were being followed and provided details of actions being taken, including details of partnership working with relevant organisations in Leeds;
- Responsibilities under consumer protection law remained unchanged during the pandemic, with the OfS having directed HE providers to review early in 2021 their compliance with consumer law and to provide assurance to their governing bodies of ongoing compliance with OfS ongoing condition of registration C1 (guidance on consumer protection law), as stated in the OfS letter of 14 January 2021 to Vice-Chancellors as Accountable Officers, which would be considered later on the agenda.

It was noted in response to Governors' questions that:

- Student engagement at both undergraduate and postgraduate level remained high;
- The assessment of creative output had been measured in a variety of areas such as engagement, depth of research and relevance of approach;
- Students were engaging positively and creatively with their assessments.

It was noted in response to Governors' questions concerning undergraduate applications for 2021/22 that applications were being monitored carefully, with numbers currently appearing to be positive.

The Board of Governors received the CEO's report for January 2021.

**6.0 Key performance indicator (KPI) report.** The Pro-Vice-Chancellor Assurance & Director of Finance presented the updated strategic KPI report, highlighting the changes relating to enrolments and the percentage of HE Academic Teaching staff with Higher Education Academy (HEA) Fellowships.

The Board of Governors received the key performance indicator (KPI) report

Ms Rumball joined the meeting.

**Part III - Academic Board report: for information**

**7.0 Academic Board report.** The Vice-Chancellor presented the report on the Academic Board minutes, noting that two meetings had taken place in November 2020. It was noted that the first meeting had been held on the 2nd November 2020 and had considered the Research Excellence Framework (REF) 2021 submission exclusively, with amendments requested and authority delegated to the Pro-Vice-Chancellor Academic
The Academic Board had also met on the 16th November 2020, with the Vice-Chancellor providing a summary of the key matters considered at the meeting.

It was noted in discussion that student appeals had increased largely due to the extraordinary disruption to academic business as a result of the pandemic and had been processed in accordance with the University's appeals procedure, with students who were dissatisfied with the outcome able to appeal to the Office of the Independent Adjudicator (OIA).

Members noted the review of the University's Research Excellence Framework (REF) 2021 submission included in the 2nd November 2020 minutes, congratulating the staff involved on the research progress made.

Governors received the Academic Board minutes of 2nd November 2020 minutes and a report on the meeting of the Academic Board held on 16th November 2020.

8.0 **Annual Report on Student Academic Experience.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented the University's annual report on student academic experience, student outcomes and degree standards for 2019/20, for information.

Governors noted that historically the Higher Education Funding Council for England (HEFCE) and the OfS had collected annual assurances from the governing bodies of higher education institutions through the Annual Assurance Return in relation to the student academic experience, student outcomes and standards of awards. Whilst the OfS no longer required the signed statement previously provided, the University continued to present an annual report on the student academic experience to ensure that Governors had sufficient information and context in order to assure themselves that OfS conditions B1, B2, B3, B4 and B5 of the ongoing conditions for registration had been met.

The Academic Board (as the most senior academic body with responsibility for advising the Vice-Chancellor on all matters relating to academic regulations, academic standards, quality, enhancement and the student experience) had approved the report.

The Pro-Vice-Chancellor Assurance & Director of Finance drew attention to the section in the report on the various types of assurance provided to Governors during the year concerning academic quality.

In response to Governors questions, the Pro-Vice-Chancellor Assurance & Director of Finance reported that:

- The University had communicated closely with its external examiners when it had introduced the force majeure regulations in April 2020;
- Feedback from the University's external examiners, including the chief external examiner, had been positive both in terms of the changes made by the University to support students and to maintain quality and standards during this period;
- The University was in communication with its external examiners concerning changes relevant to the current year.

The Pro-Vice-Chancellor Assurance & Director of Finance reported that the OfS was
consulting on its future approach to the regulation of quality and standards.

Governors congratulated the senior management team on the report, which gave reassurance to the Board of Governors, showed satisfaction rates above the national benchmarks and demonstrated staff agility in responding both to curriculum needs and to individual student support needs.

Dr Taylor (Governor nominated by the Academic Board) reported, with reference to postgraduate provision, that the University's MA courses were progressing well, four new courses had started in 2020/21, which varied in the size of their cohort, and that engagement and feedback had been positive. It was noted that the core modules had helped interaction between the different MA courses and had encouraged collaboration.

The Board of Governors received the University’s report for 2019/20 on the student academic experience, student outcomes and degree standards.

**PART IV - items for ratification or adoption**

9.0 **Annual FE self-assessment report.** The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell, presented the University Further Education Self-Assessment Report (SAR) 2019/20 which had been validated at the Further Education Committee on the 6th November 2020 and approved at the Academic Board on the 16th November 2020. It was noted that the approved SAR, which included a Quality Improvement Plan (QIP), was being presented to the Board of Governors for ratification.

Professor Russell reported that:

- As a provider of FE, the University was subject to monitoring and periodic inspection by Ofsted (the Office for Standards in Education, Children's Services and Skills);
- Due to the pandemic, benchmarks for 2019/20 would not be adopted by Ofsted but the University's statistics for overall retention and achievement were recorded as being above national rates;
- The 4 key judgment areas used in Ofsted's Educational Inspection Framework (EIF) were Quality of Education, Personal Development, Behaviour and Attitudes, Leadership and Management, together with a grade for Overall Effectiveness of Provision;
- A self-assessed judgment of Grade 2 (Good) for Overall Effectiveness had been agreed by both committees;
- The grade took into consideration that achievement gaps for Black & Minority Ethnic (BME) students had widened on the previous year and the Academic Board recommended that actions to address this be articulated clearly in the Quality Improvement Plan;
- With reference to Personal Development, the committees had recognised the continued high levels of support and guidance being provided and the promotion of understanding of Fundamental British Values within the curriculum;
- With reference to Behaviour and Attitudes the committees had noted that significant progress had been made;
- With reference to Leadership and Management, progress had been made since the last inspection that demonstrated a strong and effective leadership during a challenging period;
- Regular updates with staff, close engagement with management and the Board of Governors, including a Governor with specialist knowledge and understanding
of the FE sector, had been noted;
- With reference to Overall Effectiveness of Provision, the overall grade reflected the grades of the contributing key judgment areas;
- The judgments in the SAR took particular account of the institution's specific context as a specialist arts University delivering creative subjects with a focus on student progression to HE in order to build successful careers.

It was noted in discussion of the report that Ofsted had undertaken a short inspection of the University's provision in February 2020, which had confirmed that the University's FE provision continued to be Good. It was noted in this context that the University's FE team considered that they had implemented the recommendations arising from the report.

Governors congratulated the University on a succinct and focused report, which was useful to readers and in which grades reflected the evidence provided.

The Board of Governors congratulated the FE team and students for the high level of achievement recorded in the report.

The Board of Governors ratified the University's approved FE Self-Assessment Report 2019-20: proposed Mr Whitehead, seconded Professor Pickles.

**PART V - Financial matters: items for consideration & information**

10.0 Financial matters: management accounts. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented the management accounts for the period ending 30th November 2020, including a review of financial KPIs, which were considered.

Governors noted that:
- As the Board of Governors had approved the 2020/21 budget in November 2020, there was little difference between budget and actuals;
- Both pay and non-pay costs remained under budget, though due to the uncertainty around Covid-19 the forecasts remained unchanged;
- Enrolment was strong in the circumstances;
- Cash reserves remain high and the level of bad and doubtful debts remained low;
- The University was currently verifying continued student engagement to confirm numbers with the Student Loans Company (SLC) prior to receipt of SLC funding in February 2021.

Governors discussed the risk management of the University's investment policy.

[Confidential minute].

The Board of Governors considered and received the management accounts for 30th November 2020.

**PART VI - Financial matters: items for approval**

11.0 FE tuition fees 2021-22. The Pro-Vice-Chancellor Assurance & Director of Finance reported that, under the University’s Financial Regulations, the Board of Governors approved the level of tuition fees to be charged to students aged 19+ annually.
The Board of Governors agreed that there would be no change in the fees charged to 19+ Home FE students, fees would remain at the same level as that charged in September 2020.

*Action: Pro-Vice-Chancellor Assurance & Director of Finance*

Governors noted that it was proposed that in future both FE and HE tuition fees should be approved as part of the financial planning and budget setting process and agreed that, as this would require a change to the University’s Financial Regulations the Board of Governors’ schedule of delegation, the required amendments should be presented to the Board of Governors for approval in July as part of the annual updating of the Financial Regulations.

*Action: Pro-Vice-Chancellor Assurance & Director of Finance/Clerk*

### PART VII - Annual reports: for consideration & information

#### 12.0 Safeguarding annual report

The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell, presented the Safeguarding Children & Vulnerable Adults Annual Report which set out arrangements, activities and incidents in 2019/20 relating to the safeguarding of children aged under 18 and vulnerable adults aged 18 and over.

Governors noted that whilst Universities and HEI’s were not specified as being subject to the Government’s guidance ‘Working Together to Safeguard Children’ (2015) or the Care Act (2014, 2017) which set out the requirement for schools and colleges to produce an annual report with an analysis of the effectiveness of their safeguarding arrangements, the University considered it prudent that Governors should continue to receive an annual report in this area given the University’s provision of Further Education for students under the age of 18 e.g. students on the Extended Diploma.

It was noted that the report included details of safeguarding training provided for staff, how safeguarding cases were managed and resolved, the type of support available to students (including in response to the Covid-19 pandemic), and the University's partnerships and links with relevant community agencies.

The Pro-Vice-Chancellor Student Experience & Resources reported that the University was committed to safeguarding the welfare of its students and staff, and to meeting its duties under the Counter-Terrorism and Security Act (2015) and the UK Government’s associated Prevent strategy. Governors noted that the information in the report referred to the Prevent duty in relation to safeguarding children and vulnerable adults only and that an annual report detailing how the University met its wider Prevent duty as an institution was produced separately, with the last report presented to Board of Governors in Nov. 2020.

The Board of Governors received the University’s Safeguarding Children & Vulnerable Adults Annual Report 2019/20.

#### 13.0 Health & Safety annual report

The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell, presented the University's annual Health & Safety Report 2019/20, which had been produced by the Head of Estates.

Governors noted that the report, which had been designed to give the Board of Governors assurance that its duties were being met under the terms of the Health and Safety at Work Act 1974, provided an account of the work of the University’s Health &...
Safety Committee during the period under review. Professor Russell stated that the report had been presented to the Health & Safety Committee in October 2020.

Governors noted that:

- The overall number of reported incidents in 2019/20 had decreased when compared with 2018/19, although the figures could not provide a true comparison due to the closure of the University's buildings as a result of the national lockdown in March 2020;
- There had been no reportable RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) incidents in 2019/20;
- The report detailed the Personal Protective Equipment (PPE) and other measures which had been put in place by the University's Estates team to ensure that the University's staff and buildings were safe during the Covid-19 pandemic.

In was noted in response to Governors' questions that:

- The University's Health & Safety Committee, as part of its remit, considered any breaches of health & safety regulations and also whether health and safety at the University was sufficiently resourced;
- There had been no breach of health & safety regulations in 2019/20;
- The Committee considered that health & safety was sufficiently resourced.

In was noted in response to Governors' questions concerning the employer's responsibilities for home working and increased digital exposure and screen time as a result of home working during the pandemic that:

- Due to the pandemic, the employer's obligation to assess home workspace had been paused;
- With reference to home working and screen use, the University's HR department had reviewed relevant guidance and circulated updated versions to staff;
- Where assessment indicated additional requirements to facilitate home working, staff had been provided with relevant equipment (e.g. a keyboard as well as a laptop, a mouse, a suitable chair etc), with uptake from staff good.

The following additions to future annual Health & Safety reports to the Board of Governors were agreed:

- A statement concerning any breaches of health & safety regulations during the period under review;
- A statement giving the University's Health and Safety Committee's opinion on whether health and safety was sufficiently resourced.

Action: PVC Student Experience & Resources

Mr Whitehead, an Independent Governor and the Principal of Leeds College of Building, reported that the University's Estates team had shared best practice with the College in relation to lateral flow testing.

Governors noted the significant work undertaken by the Estates team to ensure that the University's buildings were Covid-safe and thanked the Estates team for their work.

The Board of Governors received the University’s Annual Health & Safety Report 2019/20.

14.0 Human Resources annual report. The Vice-Chancellor presented the annual report on Human Resource (HR) activity 2019/20, which had been prepared by the Head of HR, Mr Curling, and provided an overview of HR activity within the University in relation to the
2019/20 academic year and summarised policy changes, training activity, recruitment activity and absence levels and KPIs relating to these areas.

It was noted in response to members' questions that: there had been no employment tribunal cases during the period under review.

The Board of Governors received the University's 2019/20 HR report.

15.0 Freedom of Information annual report. The Vice-Chancellor presented a report on Freedom of Information (FOI) requests received during the period August 2019 to July 2020, noting that this was the first full year report produced by the University's Compliance Officer.

Governors noted that 58 FOI requests had been received during the period under review, with the total including requests from other universities/education providers, the media, commercial suppliers, campaigns/charities, and trade unions.

It was noted in response to Governors' questions that:
- The number of FOI requests had increased significantly after the institution achieved university title and, although they had since reduced, the total number received annually remained high;
- Requests from other universities/education providers included requests for research purposes.

The Board of Governors received the University's annual Freedom of Information report for 2019/20.

16.0 Use of the seal. It was noted that the seal had not been used since the last meeting of the Board of Governors.

17.0 Report on Chair of Corporation's action. It was noted that no action of the type specified had been taken since the last meeting of the Board of Governors.

18.0 Board of Governors: committee minutes: Audit & Search & Nominations Committee. Governors received, for information, the following draft minutes approved by the relevant Committee Chair: the Audit Committee minutes of the meeting held on 11th Nov. 2020; Search & Nominations Committee minutes of the meeting held on 25th Nov. 2020.

19.0 Board of Governors: Audit & Search & Nominations Committee recommendations. The Clerk to the Board of Governors reported that at the November Search & Nominations Committee the following vacancies were considered: Independent Governor with expertise in the provision of education; Senior Independent Governor; Lead Governor for Finance.

It was noted that the Committee's Oct. 2020 meeting had agreed that the vacancy for a
Senior Independent Governor (SIG) would be further considered by the Committee following approval of the draft SIG role description.

The Committee noted that Mr David Bagley, a qualified accountant, and Professor Clare Pickles (Provost, Laureate Online Education for the University of Liverpool Online & the University of Roehampton Online) were willing to be considered for the roles of, respectively, Lead Governor for Finance and Independent Governor with Expertise in the Provision of Education.

The Board of Governors approved the appointment of Mr David Bagley as Lead Governor for Finance: proposed Mr Ramshaw, seconded Professor Pickles.

The Board of Governors approved the appointment of Professor Clare Pickles as Independent Governor with Expertise in the Provision of Education: proposed Mr Whitehead, seconded Dr Reid.

20.0 Board of Governors: committee: Search & Nominations Committee reports/recommendations. In the absence of Ms Handa, Chair of the Search & Nominations Committee, Mr Finnigan, a member of the Committee, reported that the Search & Nominations Committee had held an extraordinary meeting on the 26\(^{th}\) January 2021 to discuss the outcome of an interview with an Independent Governor candidate, Mr R Dawson, who was a qualified accountant, agreeing to recommend Mr Dawson’s appointment to the Board of Governors. The Committee had also agreed that Mr Dawson’s CV should be e-mailed to Governors before the meeting of the Board of Governors to be held on 27\(^{th}\) January 2021.

It was noted that until Mr Clements’ final term as an Independent Governor ended in July 2020, there had been 2 qualified accountants on the Board of Governors and Mr Dawson’s appointment would therefore enhance financial expertise on the Board.

The Clerk reported that, as Mr Clements’ term of office as an Independent Governor had ended in July 2020, the appointing authority for the vacancy so created was the Independent Governors (section 5 (4)(b) of the Instrument of Government) rather than the full Board of Governors.

The Independent Governors of the Board of Governors agreed, on the recommendation of its Search & Nominations Committee, to appoint Mr R Dawson as an Independent Governor for a period of 4 years, noting that he met the eligibility and fit and proper person criteria required: proposed Dr Reid, seconded Mr Whitehead.

Action: Clerk

The Board of Governors approved an increase in the membership of the Audit Committee to 6 members i.e. 5 members plus an external member, proposed Dr Reid, seconded Professor Cullen.

Action: Clerk

The Board of Governors agreed that, should Mr Dawson accept appointment as an Independent Governor, he should also be invited to become a member of the Audit Committee.

Action: Clerk

21.0 Documents/links from outside bodies e.g. from the DfE, OfS, CUC. Governors received
the following documents/links from HE sector bodies or regulatory authorities for information:


**PART XII - Final matters**

22.0 **Any other business.** It was noted that there was no other business identified at the meeting.

23.0 **Risk Management.** It was noted that no new items of risk had been identified at the meeting.

24.0 **Dates of next meetings.** It was noted that the Board of Governors was next due to meet on:
- Wed. 24 February 2021 (updating of Governor skills audit & training needs);
- Wed. 17 March 2021 at 1.30pm (scheduled Board meeting)

**PART XIII - Reserved Matters**

25.0 **Exclusions.** The following staff and student members withdrew before consideration of items on the confidential Reserved Matters agenda: Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms P Belcham (Students’ Union President/Student Governor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources), Dr S Taylor (Governor nominated by the Academic Board), Mr B Warden (elected & co-opted Staff Governor), and Professor R Whittaker (Pro-Vice-Chancellor Academic).
BOARD OF GOVERNORS OF THE HE CORPORATION
Matters minutes of the Board of Governors’ meeting held on
Wednesday 17th March 2021 via Microsoft Teams

Present: Mr D Bagley (Independent Governor), Ms P Belcham (Students’ Union
President/ Student Governor), Professor P Cullen (Senior Independent
Governor, Deputy Chair of the Board of Governors), Mr R Dawson
(Independent Governor), Mr J Finnigan (Independent Governor, Chair of
the Board of Governors), Ms A Handa (Independent Governor), Mr J Hart
(elected Student Governor), Professor C Pickles (Independent Governor),
Mr N Ramshaw (Independent Governor), Dr D Reid (Independent
Governor), Mr M Riley (Independent Governor), Ms N Rumball
(Independent Governor), Dr S Taylor (Governor nominated by the
Academic Board), Mr B Warden (elected & co-opted Staff Governor), Mr
D Whitehead (Independent Governor), and Professor S Wonnacott (Vice-
Chancellor).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms S Bailey (Pro-Vice-
Chancellor Assurance & Director of Finance), Ms J Hearnshaw (Secretary
to the Vice-Chancellor), Professor D Russell (Pro-Vice-Chancellor
Student Experience & Resources) and Professor R Whittaker (Pro-Vice-
Chancellor Academic).

1.0 Apologies for absence. There were no apologies for absence.

The Chair welcomed Mr Dawson to his first Board of Governors’ meeting.

2.0 Declaration of interests & code of conduct report. The following standing declarations of
interest were received: Mr Bagley (Council member, University of Sheffield, Gradcore
Limited), Ms Belcham (Students’ Union President, Leeds Arts University), Professor Cullen
(trustee Royal School of Needlework), Mr Dawson (Director Potter Group Limited, Director
RWD Consulting Limited), Ms Handa (Anj Handa Associates, Chair of Freedom Studios
Bradford), Mr Hart (student, Leeds Arts University), Professor Pickles (Provost, Laureate
Online Education for the University of Liverpool Online & the University of Roehampton
Online), Mr Ramshaw (Director, You Prosper Ltd), Dr Reid (Director of Bank Saderat plc and
an Independent member of the probate (regulatory) committee of the Institute
of Chartered Accountants of England and Wales), Mr Riley (employee University of
Westminster), Ms Rumball (employee Uniac, trustee of University of Bristol Students’
Union), Dr Taylor (employee, Leeds Arts University), Mr Warden (employee, Leeds Arts
University), Mr Whitehead (employee (CEO & Principal), Leeds College of Building),
Professor Wonnacott (employee, Leeds Arts University (Vice-Chancellor), director/trustee
GuildHE Ltd, member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd,
director/trustee Yorkshire Universities, partner is a staff member and daughter is a student at the University).

**PART I - Procedural matters: items for approval**

3.0 **Minutes of the previous meeting.** The minutes of the meeting held on 27th January 2021 were approved with a minor typographical amendment at minute 11 i.e. the removal of a redundant ‘and’ from the final paragraph: proposed Dr Reid, seconded Professor Pickles. 

**Action: Clerk**

4.0 **Action plan update & matters arising.** The Board of Governors considered the action plan attached to the minutes of the meeting of the Board of Governors held on 27th January 2021, noting that all actions had been completed or had a future completion date.

The Board of Governors received the action plan arising from the above minutes.

**PART II - CEO’s report: items for consideration and monitoring**

5.0 **Chief Executive’s report.** The Vice-Chancellor, Professor Wonnacott presented her CEO’s report for March 2021. Governors noted, in particular, the following areas covered by the report.

(i) **Coronavirus**

The Vice-Chancellor reported that:

- The Government had agreed that higher education (HE) and further education (FE) students of practical or practice-based subjects, including creative arts, could return to on-campus teaching from 8 March 2021;
- The University’s students have been given the option to continue their studies online and all students had been strongly recommended to take a maximum of 2 lateral flow tests weekly when accessing the campus;
- HE students would receive a further materials allowance in May 2021 and students had been reminded that they could apply to the University’s hardship fund.

(ii) **Access to Higher Education Diploma**

Governors noted that, following an equality impact assessment, the University’s senior management team (SMT) had taken a decision that, from September 2021, the University would no longer be running the Access to Higher Education Diploma, which was a one-year course.

(iii) **Certificate error**

The Vice-Chancellor gave a report on a printing error on the undergraduate degree certificates, with a detailed report to be considered by the Audit Committee later on 17 March 2021.

(iv) **Regulatory requirements of the OfS in relation to student and consumer protection during the coronavirus pandemic**

The Vice-Chancellor reported that a presentation would be given at the Governors and Executive meeting on 28 April 2021 on the Office for Students (OfS) regulatory requirements in relation to students and consumer protection law during the coronavirus pandemic.

(v) **Academic enrolment, retention and success rates**

The Vice-Chancellor reported that:

- Undergraduate applications for 2021/22 were positive;
• FE applications for 2021/22 were being received and international interest in the Foundation Diploma had been positive;
• Student engagement in both undergraduate, postgraduate and FE provision was high and retention was positive to date.

Governors congratulated the University on FE retention in particular, noting the importance of ensuring student engagement in online learning.

(vi) Research
Governors commended staff for the significant amount of research detailed in the report, noting that it had been undertaken despite challenging conditions due to the pandemic.

With reference to the University's decision to no longer offer the Access to Higher Education Diploma, it was noted that: the decision had been made as a result of the devolution of the Education and Skills Funding Agency (ESFA) Adult Education Budget to the new Mayoral Combined Authority (MCA) and the significant management and administration costs which would have been involved in order to receive a very small allocation from the West Yorkshire MCA and/or neighbouring MCAs; alternative provision was, however, available at Leeds City College.

In response to Governors' questions concerning the possibility of offering online only courses, the Vice-Chancellor reported that:
• In response to the pandemic, the University had offered students the choice of continuing to study online e.g. students who were considered to be critically extremely vulnerable or international students who had difficulties travelling to the UK;
• Online only learning would, however, always present challenges for practice-based subjects and the face-to face online learning offered by the University was relatively expensive;
• While no decision had been made on the continuation of aspects of blended learning in the future, it was acknowledged that certain aspects had been very effective e.g. there had been high student engagement with online tutorials, blended learning had been well-received by postgraduate students as it offered flexibility, online conferences and/or talks had allowed a greater number of participants to attend events.

The Board of Governors received the CEO's report for March 2021.

6.0 Key performance indicator (KPI) report. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented the annual Indicators and KPI report, updated for information received since the January 2021 report, highlighting changes relating to non-continuation data released by HESA, late enrolments (which had been updated for semester 2 returning students) and financial data based on the January 2021 forecast.

Governors noted, with reference to the report on non-continuation data, that:
• The latest performance indicator for non-continuation had been released by HESA on 24 February 2021;
• The indicator showed that the non-continuation of UK domiciled full-time, first degree, young undergraduate entrants (who did not leave within 50 days of commencement) for 2018-19 was 3.8%;
• Although this figure was slightly higher than that for the previous year, it was still significantly below the appropriate sector benchmarks, which was positive.
Governors congratulated the University on the metrics for HE non-continuation, noting the various University initiatives over a number of years which had resulted in positive retention in both FE and HE.

The Board of Governors received the key performance indicator (KPI) report.

**PART III - Academic Board matters: for information**

**7.0 Academic Board report.** Governor’s noted that the March 2021 Academic Board minutes would be presented to the June 2021 Board of Governors’ meeting.

**PART IV - Financial matters: items for consideration & information**

**8.0 Financial matters: management accounts.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, reported that the management accounts for the six months up to 31st January 2021 had previously been e-mailed to Governors in connection with the written resolution to be considered later on the agenda and had therefore been included with the March 2021 Board of Governors’ agenda for formal receipt and information only.

The Board of Governors received the management accounts to 31st January 2021.

**9.0 Cost of teaching a BMus (Hons) Popular Music Performance student.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented a report on the calculation of the costs of teaching a BMus (Hons) Popular Music Performance student.

The Pro-Vice-Chancellor Assurance & Director of Finance reported that:

- HE institutions (HEIs) reported annually to the OfS on the costs of their activities under the Transparent Approach to Costing (TRAC) system and provided information on the subject related costs of OfS fundable provision via the TRAC (T) system;
- Governors had noted that the TRAC (T) return relating to 2018/19 had shown that the cost of teaching a BMus (Hons) Popular Music Performance student was higher than for other courses due to the fact that there had been a significant investment in equipment and estate costs as part of setting up the course, together with the fact that the course had only enrolled one year of students;
- While a TRAC (T) return had not been required by the OfS for 2019-20, the University had produced an estimate to enable a report on the cost of teaching a BMus (Hons) Popular Music Performance student to be made to the Board of Governors, which showed that the cost had reduced significantly in 2019-20 due to the course having 2 years of students and increased enrolments and would reduce further in 2020-21, with the third year of the cohort having been recruited.

Governors noted that the report had been discussed at the Audit Committee in January 2021, and was being presented to the Board of Governors for information.

The Board of Governors received the report on the cost of teaching a BMus (Hons) Popular Music Performance student, noting that it provided reassurance.

**PART V - Financial matters: items for approval**

**10.0 Film equipment - contract award.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, reported that the University had recently gone out to tender for film equipment using the North West University Purchasing Consortium (NWUPC) framework for Broadcasting and Intergration Services, with the highest scoring supplier being Creative
The Board of Governors approved the appointment of Creative Video Productions Ltd as the supplier for the provision of film making equipment and related consumables: proposed Mr Bagley, seconded Ms Rumball.

11.0 **Photography equipment - contract award.** The Pro-Vice-Chancellor Assurance & Director of Finance reported that the University had recently gone out to tender for photographic equipment using the NWUPC framework agreement for photographic equipment and related consumables, with the highest scoring supplier being WEX Photo Video.

The Board of Governors approved the appointment of WEX Photo Video as the supplier for the provision of photographic equipment for 4 years: proposed Mr Whitehead, seconded Mr Bagley.

12.0 **Ethical Fundraising Policy.** The Vice-Chancellor presented the revised Ethical Fundraising Policy, reporting that a full review had not been undertaken in 2020/21 but minor updating revisions were being recommended for approval to ensure it was current i.e. the addition of a reference to the Fundraising Regulator’s Code of Fundraising Practice 2019 at section 1(Background) and Appendix 1 and references to the General Data Protection Regulation (GDPR) at section 3 (Principles of Practice).

The Vice-Chancellor confirmed, in response to Governors' questions, that donations of heritage assets and/or collections would be dealt with through separate processes e.g. the Acquisitions Panel would deal with any refusal of donations such as collections.

Governors agreed the following formatting correction to the revised policy: the statements incorrectly numbered sections 4.7 and 4.8 should be shown as sub-sections of section 4.6, with the following 3 sections re-numbered accordingly.

The Board of Governors approved the Ethical Fundraising Policy with the formatting amendment to section 4 noted above: proposed Professor Pickles, seconded Dr Reid.

*Action: Clerk*

### PART VI - Annual reports: for consideration & information

13.0 **Equality, Diversity and Inclusion report 2019/20.**

The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell presented the University’s Equality, Diversity and Inclusion (EDI) Report 2019/20, which summarised staff and student data according to protected characteristics, and sought to provide assurance to Governors that equality and diversity was being effectively managed within the University.

It was noted that the report had been published on the University website.

The Pro-Vice-Chancellor Student Experience & Resources stated that:

- The report had been generated using the appropriate data sources and according to the categories and terminologies prescribed, including the Higher Education Statistics Agency (HESA) and Education and Skills Funding Agency (ESFA) and data for European and International Students;
- Data for sexual orientation and religion or belief was not monitored by the ESFA so this information was presented for HE students only;
- The data regarding participation, continuation and attainment was recorded for home and EU undergraduate students only (i.e. excluding international students);
- The report stated the differences between groups in terms of continuation and
attainment, with continuation being the percentage of students who progressed into the second year of their course whilst attainment was defined by the OfS as the percentage of students who achieved a 2:1 or 1st class honours degree;

- Considering the ‘gaps’ in the above rates provided a particular EDI perspective allowing the University to monitor any differences between groups, with ethnicity and disability key areas for consideration which featured in the University’s new Access and Participation Plan (APP);

- Data regarding the retention and achievement of FE students by protected characteristics had been reported in detail in the University’s FE Self-Assessment Report (SAR);

- Data in the report has been considered in various iterations as the year had progressed by the Equality, Diversity and Inclusion (EDI) Committee e.g. at its meetings in October 2020 and January 2021;

- In considering the data, the Committee had noted that the University continued to employ more females than males and with mostly white ethnicity, a trend that was reflected in the student body both in the University and elsewhere in the sector;

- The proportions of the University’s staff and students who had declared a disability remained higher than the sector average which could be due to the emphasis placed on this by the University and its diagnostic testing process;

- The Equality, Diversity and Inclusion report also celebrated some students’ work, the University’s outreach work and staff research where this focused on under-represented groups.

The research project which had explored the Black, Asian & Minority Ethnic student experience at the University and had been conducted in response to gaps in engagement, achievement and retention between Black, Asian & Minority Ethnic and white students, was noted. It was noted that the data relating to student participation, continuation and attainment in the EDI report were presented with reference to the experience of Black, Asian & Minority Ethnic and white students, with the University taking action to address gaps identified.

In response to Governors’ questions concerning the presentation of data in the student experience section of the EDI report and the need for disaggregation of data relating to ethnicity, the Pro-Vice-Chancellor Student Experience & Resources drew Governors’ attention to the need to increase Black, Asian & Minority Ethnic participation generally and to the action plan being developed to implement the recommendations arising from the student experience report specifically. It was noted that actions being taken in response to the experience of Black, Asian & Minority Ethnic students were also detailed in the University’s Access and Participation Plan.

In response to Governors’ questions concerning the impact of the global events such as the pandemic on students, including Black, Asian & Minority Ethnic students, the Pro-Vice-Chancellor Student Experience & Resources reported that: as the EDI report related to 2019-20, the impact of the pandemic might not be fully reflected in it, given that the UK’s national lockdown had only started in March 2020; the University had sought to ensure that students were, however, well supported throughout, with support for student well-being being provided, including through tutorials and the student welfare team.

In response to Governors’ questions concerning the low disclosure of information on sexual orientation in the staff section of the report, the Pro-Vice-Chancellor Student Experience & Resources reported that this information was requested at multiple stages during the staff application and appointment process and staff were asked yearly to update the information they had provided but it was not, however, information that staff were obliged to declare; the percentage of declarations made by University staff was, nevertheless, favourable in
comparison to sector averages.

In response to Governors' questions concerning the participation of white working class males or estranged or care leaver students in higher education, it was noted that: while the University's EDI report was concerned with data related to Protected Characteristics, the University's Access and Participation Plan (App) provided detail concerning widening participation targets.

The Board of Governors received the Annual Equality, Diversity & Inclusion Report 2019/20.

**PART VII - OfS returns: for approval & submission**

14.0 **Access and participation plan monitoring return.** The Pro-Vice-Chancellor Student Experience & Resources, Professor Russell presented the Access and Participation Plan (APP) Monitoring Return 2019/20, reporting that: the return was being presented to enable Governors to monitor the University’s compliance with the provisions of the plan that were in force at the time; the targets and outputs were not linked to the new 5-year Access and Participation Plan (APP) for 2020-2025, in which targets were outcome-focussed rather than output-focussed in alignment with the OfS objectives.

It was noted that:

- The OfS would use elements of the information relating to the provisions of the plan submitted in the monitoring return, together with investment information submitted in the annual financial return that had already been audited, to generate an impact report which they would provide to the University;
- The OfS required the University to publish the report;
- The report would be abridged and would exclude the University's response relating to the impact of Covid-19.

Governors noted that:

- In addition to the monitoring return, the University was supporting the Students’ Union to complete the independent, optional student submission;
- The OfS would consider this submission alongside the University’s monitoring return, and the University could elect to publish the student submission alongside the impact report.

Governors commented positively on the level of detail in the return.

It was noted in response to Governors' questions concerning actions relating to diversifying the university environment that these included an action plan based on the recommendations of research into the experience of the University's Black, Asian and Minority Ethnic students, including a Learning, Teaching and Enhancement conference to be held in June 2021.

It was noted in response to Governors' questions concerning feedback to be received or action to be taken by the OfS where targets were not met that:

- It was expected that, rather than providing feedback, the OfS may simply sign off the APP Monitoring Return 2019/20 as it constituted a transition point between the University's former Access Agreement and the new 5-year APP;
- The current 5-year APP had been reviewed in detail by the OfS, as part of the approval process, with the new targets based on the University's performance;
- If the University were not to meet the targets in the current APP, an action plan may have to be agreed with the OfS;
• The OfS had initially approved the APP for a period of one year (i.e. for 2020/21), confirming in Feb. 2021 that approval of the plan would now automatically roll over each year for a period of 4 years.

The Board of Governors approved the Access and Participation Plan Monitoring return 2019/20 for submission to the OfS, noting that the return would be signed by the Vice-Chancellor as the University's accountable officer: proposed Mr Whitehead, seconded Mr Warden.

*Action: Pro-Vice-Chancellor, Student Experience & Resources*

**PART VIII - Governance reports: for information**

**15.0 Use of the seal.** The Board of Governors received a report from the Clerk on the use of the University seal since the Board of Governors' meeting held on 27th January 2021, noting the sealing and signing of an agreement under Section 106 of the Town and Country Planning Act 1990 relating to land at the University's Blenheim Walk site which related to planning permission for the removal of trees to permit the planned café expansion which had been postponed due to the Covid-19 pandemic.

**16.0 Report on Chair of Corporation's action.** Members noted that no action of the type specified had been taken since the last meeting.

**17.0 Written resolution report.** It was noted that under section 7.1 of the Articles of Government, decisions of the Board of Governors may be made by written resolution and that the following written resolution had been circulated to the Board of Governors on 9th March 2021 by email, by order of Mr Finnigan, as Chair of the Board of Governors i.e.

"That;

a) the attached management accounts for the period to 31 January 2021;
b) the attached half yearly management accounts certificate and statement from the Board of Governors, signed by Ms Sharon Bailey (Pro-Vice-Chancellor Assurance and Director of Finance), Mr John Finnigan (Chair of the Board of Governors) and Professor Simone Wonnacott (Vice-Chancellor) where specified in the certificate and statement; and
c) the attached compliance certificate, signed by Dr David Reid (Chair of the Audit Committee), Professor Patsy Cullen (Member of the Audit Committee) and Professor Simone Wonnacott (Vice-Chancellor) where specified in the certificate;

should be submitted to HSBC Bank plc."

The Clerk reported that 11 of 16 eligible Governors, of whom a majority were Independent Governors, had supported the resolution before the date upon which the resolution would otherwise have lapsed and the resolution was therefore deemed to have been passed. Mr Finnigan, Chair of the Board of Governors, confirmed that the documents had been signed for submission to HSBC Bank plc as detailed in the resolution.

(Mr Ramshaw left the meeting).

In response to Governors' questions, the Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, confirmed that:
- The University had taken out a loan facility with HSBC in January 2017, which had been termed out in March 2020;
- With reference to the cash flow forecast included with the January 2021 management accounts, the cash inflow profile related to the timing of Student Loans Company (SLC) payments to the University.
The Board of Governors received a report on the written resolution recently passed by the Board of Governors, which had been sent to Governors with the management accounts to 31st January 2021.

PART IX - Governance matters: for approval

18.0 Meeting dates for 2021/22. The Board of Governors received and approved the Board of Governors and Committee meeting dates for 2021-22.

Action: Clerk

PART X - Committee minutes: for information

19.0 Board of Governors: committee minutes: Audit & Search & Nominations Committee.

(i) Audit Committee minutes of 27th January 2021. Dr Reid, Chair of the Audit Committee, reported that: the meeting had been held to consider for approval the submission of the Transparent Approach to Costing (TRAC) return for 2019-20; the return had been approved and submitted to the OfS by the required deadline; the OfS had not required a 2019-20 TRAC(T) return to be submitted in 2021.

(ii) Search & Nominations Committee minutes of 26th January 2021. Ms Handa, Chair of the Search & Nominations Committee, reported that: the meeting had been held to consider a recommendation on the appointment of Mr Dawson as an Independent member of the Board of Governors; Mr Finnigan (a member of the Committee) had presented the Committee’s recommendation to the Board of Governors' meeting on 27th January 2021, which had been approved.

The Board of Governors received, for information, the minutes from the Audit Committee and the Search & Nominations Committee meetings held in January 2021.

PART XI - Documents/links from outside bodies: for information

20.0 Documents/links from outside bodies e.g. from the DfE, OfS, CUC. Governors received a report on documents/links from HE sector bodies or regulatory authorities for information, noting that these included, on the OfS recent publications page, letters to Vice-Chancellors as Accountable Officers at: https://www.officeforstudents.org.uk/publications/

The following OfS documents were noted to be of particular interest:

- Letter to the Vice-Chancellor on General ongoing condition A1: Provisional decision to approve an access and participation plan (12 February 2021) i.e. that OfS approval of the University's 2020-21 access and participation plan would roll over for the 2021-22 academic year on the same basis as the previous approval;
- Letter to the Vice-Chancellor and, at Annex A, to the Board of Governors, on Condition F1: transparency information requirements in the 2020-21 academic year (23 February 2021) i.e. the decision of the OfS to continue to require publication of a reduced set of transparency information in the academic year 2020-21, given the continued disruption caused by Covid-19, including a requirement for data to be published on the University's website no later than 10 June 2021;
- E-mail to the Vice-Chancellor providing updated guidance on the Annual Financial Return 2021 (i.e. confirming that the return deadline had been extended to 7 months after the year end as in the previous year) and updated consumer protection guidance (5 March 2021) on how the OfS would approach the regulation of student protection
during the Covid-19 pandemic;

- Details of the return from 8th March 2021 to in-person learning for students who were studying practical or practice-based (including creative arts) subjects and need specialist equipment and facilities at: https://www.officeforstudents.org.uk/for-students/student-guide-to-coronavirus/returning-to-university-in-2021/

The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, confirmed, in response to Governors' questions, that the University kept the OfS ongoing conditions of registration under regular review, including a review of any actions to be taken or deadlines to be met.

The Vice-Chancellor, Professor Wonnacott, also drew Governors' attention to the OfS letter dated 14 January 2021, which had been included with the papers for the January 2021 Board of Governors' meeting and which had asked the University to provide assurance to the Board of Governors on the University's compliance with ongoing condition of registration C1 (guidance on consumer protection law), noting in this context the presentation on this topic to be given by Professor Dave Russell, Pro-Vice-Chancellor Student Experience & Resources, at the Governors and Executive meeting to be held on 28th April 2021.

The Board of Governors received a report on recent OfS publications.

### PART XII - Final matters

21.0 **Any other business.** It was noted that there was no other business identified at the meeting.

22.0 **Risk Management.** It was noted that no new items of risk had been identified at the meeting.

23.0 **Dates of next meetings.** It was noted that the Board of Governors was next due to meet on:

- Wednesday 28th April 2021 at 3.30pm (Governors & Executive meeting);
- Wednesday 2nd June 2021 at 1.30pm (Board of Governors' meeting);
- Wednesday 30th June 2021 at 1.30pm (Board of Governors' meeting).

It was noted in response to Governors' questions that Board of Governors' meetings would be held by Microsoft Teams until the end of 2020/21 and that, even when a return to face-to-face meetings was possible, attending meetings virtually would still be possible for those who required or preferred this option.

The Board of Governors received the dates and times of Board meetings scheduled for summer 2021.

### PART XIII - Reserved Matters

24.0 **Exclusions.** The following staff and student members withdrew before consideration of items on the confidential Reserved Matters agenda: Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms P Belcham (Students' Union President/Student Governor), Mr J Hart (elected Student Governor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources), Dr S Taylor (Governor nominated by the Academic Board), Mr B Warden (elected & co-opted Staff Governor), and Professor R Whittaker (Pro-Vice-Chancellor Academic).
25.0 **Reserved Matters minutes of the previous meeting.** The reserved matters minutes of the meeting held on 27 January 2021 were approved: proposed Ms Rumball, seconded Dr Reid.

26.0 **Action plan update & matters arising.** The Board of Governors considered the action plan attached to the reserved matters minutes of the meeting of the Board of Governors held on 27th January 2021, noting that all actions had been completed.

27.0 **Annual review of confidential Board of Governors’ minutes.** The Board of Governors undertook its annual review of the confidential minutes of the Board of Governors and its committees, agreeing the Clerk's recommendations on which minutes should be released from confidentiality with the following addition: the confidential minute on the HESA staff return at minute 10 of the Audit Committee minutes on the 13th November 2019 should also be released from confidentiality.

The Board of Governors completed its annual review of confidential minutes, agreeing the release of confidential minutes as detailed above: proposed Ms Handa, seconded Dr Reid.  
*Action: Clerk*

28.0 **Any other business.** There were no new matters of business relating to the Reserved Matters agenda.

29.0 **Risk Management.** There were no new items of risk relating the Reserved Matters agenda.
1.0 **Apologies for absence.** Apologies were received from Mr J Hart (elected Student Governor), Mr N Ramshaw (Independent Governor) and Mr D Whitehead (Independent Governor).

2.0 **Declaration of interests & code of conduct report.** The following standing declarations of interest were received: Mr Bagley - Council member, University of Sheffield, Gradcore Limited, Ms Belcham - Students’ Union President, Leeds Arts University, Professor Cullen - trustee and Board Member, Open College of the Arts within the University of the Creative Arts (trusteeship ended 3rd June 2020), trustee Royal School of Needlework (from 1st June 2020), Mr Dawson - Director Potter Group Limited, Director RWD Consulting Limited, Ms Handa - Anj Handa Associates, Chair of Freedom Studios Bradford, Professor Pickles - Provost, Laureate Online Education for the University of Liverpool Online & the University of Roehampton Online, Dr Reid - Director of Bank Saderat plc and an Independent member of the probate (regulatory) committee of the Institute of Chartered Accountants of England and Wales, Mr Riley - employee University of Westminster, Ms Rumball - employee Uniac, trustee of University of Bristol Students’ Union, Dr Taylor - employee, Leeds Arts University, Mr Warden - employee, Leeds Arts University, Professor Wonnacott - employee, Leeds Arts University (Vice-Chancellor), director/trustee GuildHE Ltd (since July 2019), member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd (since July 2019), director/trustee Yorkshire Universities, partner is a staff member and daughter is a student at the University.
Members noted that Mr Finnigan and Professor Cullen had an interest in agenda item 17 (Annual re-appointment of Chair & Deputy Chair of the Board of Governors).

**PART I - Procedural matters: items for approval**

3.0 **Minutes of the previous meeting.** The minutes of the meeting held on 17th March 2021 were approved: proposed Professor Cullen, seconded Dr Reid.

4.0 **Action plan update & matters arising.** The Board of Governors considered the action plan attached to the above minutes, noting that all actions had been completed or had a future completion date.

**PART II - CEO’s report: items for consideration and monitoring**

5.0 **Chief Executive’s report.** The Vice-Chancellor, Professor Wonnacott presented the CEO’s report for May 2021. Governors noted, in particular, the following areas covered by the report.

(i) **Coronavirus**  
The Vice-Chancellor reported that, in addition to the University's own lateral flow test centre, it now had home test packs to give to students and staff who requested them.

(ii) **Augar & new Office for Students (OfS) measure**  
Governors noted that: the government’s Skills and Post-16 Education Bill, which had been heard in the House of Lords in May 2021, included provision for the development of local skills improvement plans aimed at FE; the bill also made provision for the OfS to assess quality with reference to student outcomes, and for these to be measured 'by any means (whether qualitative or quantitative) that the OfS considers appropriate'.

(iii) **OfS Condition C1**  
A presentation had been given to the Board on 28th April 2021 and would be followed up with a written summary at the Board of Governors' meeting on 30th June 2021.

(iv) **Academic Enrolment, Retention and Success Rates**  
The Vice-Chancellor reported that:  
- Undergraduate applications were being monitored closely, student engagement in both undergraduate and postgraduate was high and retention was good;  
- FE applications were being received and international interest in the Foundation Diploma had been positive, retention in FE was strong and engagement was good.

(v) **Research**  
Governors commended staff for the significant amount of research noted in the report.

(vi) **RIDDOR**  
The Vice-Chancellor presented a report under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations (RIDDOR) [confidential minute].

(vii) **Successes**  
Governors noted the high amount of student and staff successes recorded in the report, commending those listed.

Members congratulated the University on its high retention rates, noting, in this context, the contribution of staff which had kept student engagement high during the pandemic.
The Board of Governors received the CEO’s report from May 2021.

6.0 **Key performance indicator (KPI) report.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented the updated strategic KPI report, highlighting the changes to staff ratios and the financial data based on the March 2021 forecast.

It was noted in response to Governors’ questions that the University's acceptance rates were in line with those of its competitors. Governors discussed whether, at the next strategic review of objectives and KPIs, consideration should be given to the acceptance rate target being changed to within the upper quartile of the University's peer group.

The Pro-Vice-Chancellor Academic, Professor Whittaker stated, in response to Governors’ questions, that the assessment period for the University's submission to the Research Excellence Framework (REF) was expected to take place shortly, with the University expecting the results in April 2022.

The Board of Governors received the key performance indicator (KPI) report.

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**PART III - Academic Board matters: for information**

7.0 **Academic Board report.** The Vice-Chancellor, Professor Wonnacott presented to the Board of Governors the minutes of the Academic Board meeting that took place on the 10th March 2021, highlighting the following:

- The Academic Board had noted that Chair’s action had been taken with regard to the Academic Regulations for undergraduate courses 2020/21 to ensure they took into account the continued disruption due to the pandemic;
- The academic KPIs had been received, with it being noted that non-continuation of UK domicile first-time entry students at 3.8% was significantly better than sector benchmarks.

The Pro-Vice-Chancellor Academic had presented a report on the mechanisms in higher education that had been implemented in response to the pandemic and drew attention to the fact that, although there had been a higher number of extenuating circumstances, there had not been a discernible trend on particular courses or levels. The Board of Governors received the Academic Board report.

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**PART IV - Financial matters: items for consideration & information**

8.0 **Financial matters: management accounts.** The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented the management accounts and commentary for the eight months to the 31st March 2021, which were considered.

Governors noted that: the latest management accounts showed a favourable variance to budget for the year to date and for the forecast outturn; the approved budget for 2020/21 had included a prudent assumption concerning the non-collection of fees as it was expected that the historical high level of retention of students might not be achieved in 2020/21 due to the pandemic but this had not been the case and to date retention was slightly better than in 2019/20, resulting in a favourable variance in HE tuition fee income; there had been savings in payroll.

It was noted in response to Governors’ questions that: additional material allowances had been paid to students to support their studies, and by the end of the year, it was forecast that over
£900,000 would have been paid to students to assist with costs of study during the pandemic; in addition, over £400,000 of hardship funds had been awarded to support students in financial hardship in addition to the £120,000 paid from the OfS allocation; KPMG were working with the OfS to gain clarity on whether the allocation needs to be included in the cash balance.

Governors welcomed the increase in material allowances that had been paid to students.

[Confidential minute].

The Board of Governors received the management accounts.

9.0 LIBOR transition - HSBC loan. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented to the Board of Governors a presentation from HSBC on the LIBOR transition of the HSBC loan, reporting that: on the 5th March 2021, the Financial Conduct Authority (FCA), the UK regulator, had announced that all LIBOR settings for sterling would either cease or no longer be representative immediately after the 31st December 2021; firms had been preparing for the move away from Interbank Offered Rates 'IBORs' towards ‘Risk-Free Rates’ also known as ‘Near Risk-Free Rates’ (RFRs) and other alternative rates. [Confidential minute].

The Board of Governors received the presentation from HSBC on the LIBOR transition and noted that an addendum agreement would be presented to members in due course.

10.0 Report on the 2021-22 budget. The Pro-Vice-Chancellor & Director of Finance reported that: the OfS required the University to submit an approved Annual Finance Return including financial data covering the two most recent audited years and financial forecasts for five years; under the Articles of Government the Board of Governors is required to approve annual estimates of income and expenditure; the provisional 2021-22 budget would therefore be recommended to the Board of Governors’ meeting on 30th June 2021 for approval, with a final update presented for approval in November 2021.

[Confidential minute].

The Board of Governors received a report on the 2021-22 budget.

11.0 Annual financial statements benchmarking report (KPMG). The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented to the Board of Governors the report from KPMG that provided benchmarking information relating to the 2019/20 financial statements of HE institutions.

The Board of Governors received KPMG's Annual Financial Statements Benchmarking Report.

PART V - Governance reports: for information

12.0 Use of the seal. Members noted that the seal had not been used since the report given at the Board of Governors' March 2021 meeting.

13.0 Report on Chair of Corporation's action. Members noted that no action of the type specified had been taken since the report given at the Board of Governors' March 2021 meeting.

14.0 Written resolution report. Members noted that written resolutions had not been used since the report given at the Board of Governors' March 2021 meeting.
PART VI - Governance matters: for approval

15.0 Board of Governors’ standing agenda item list. The Clerk presented the Board of Governors’ draft standing agenda item list for 2021/22, which included minor changes reflecting the Board of Governors practice in 2020/21.

The Board of Governors approved the revisions to its standing agenda item list for 2021/22: proposed Dr Reid, seconded Ms Rumball.

16.0 Board of Governors’ Standing Orders. The Board of Governors received the Standing Orders and noted that there were no revisions being proposed. The Clerk reported that the Search & Nominations Committee (SNC) meeting held earlier on 2nd June 2021 had, however, agreed to recommend a number of updating changes to sections in the Standing Orders on the Governor appointment process.

The Board of Governors received the Standing Orders, noting that revisions would be presented to the Board of Governors meeting, on the recommendation of the Search & Nominations Committee (SSNC), on 30th June 2021.

Action: Clerk/Chair, SNC

17.0 Annual re-appointment of Chair & Deputy Chair of the Board of Governors. Mr Finnigan and Professor Cullen each declared an interest in this item and left the meeting.

The Clerk reported that the Chair and Deputy Chair of the Board of Governors were elected for a 4-year period, subject to annual re-nomination and re-appointment.

Governors noted that:

- Mr Finnigan had been elected as Chair of the Board of Governors for a 4 year term from 17th July 2020, subject to annual re-appointment, and would have completed 1 year in office on 16th July 2021, which meant that Mr Finnigan was therefore eligible to be considered for formal annual re-appointment as Chair;
- Professor Cullen had been elected as Deputy Chair of the Board of Governors for a 4 year term from 17th July 2020, subject to annual re-appointment, and would have completed 1 year in office on 16th July 2021, which meant that Professor Cullen was therefore eligible to be considered for formal annual re-appointment as Deputy Chair.

The Board of Governors agreed that Mr Finnigan should be re-appointed as Chair of the Board of Governors for the year 17th July 2021 to 16th July 2022: proposed Dr Reid, seconded Ms Handa.

The Board of Governors agreed that Professor Cullen should be re-appointed as Deputy Chair of the Board of Governors for the year 17th July 2021 to 16th July 2022: proposed Dr Reid, seconded Ms Handa.

Mr Finnigan and Professor Cullen re-joined the meeting.

PART VII - Committee minutes: for information

18.0 Board of Governors: committee minutes: Audit Committee. The Board of Governors received for information the minutes of the Audit Committee meeting held on the 17th March 2021.
19.0 **Documents/links from outside bodies e.g. from the DfE, OfS, CUC.** Governors received the following documents/links from HE sector bodies or regulatory authorities for information:

- Regulatory notice 6 (Condition C4) student protection directions (March 2021) https://www.officeforstudents.org.uk/publications/regulatory-notice-6-condition-c4-student-protection-directions/
- Information about data deadlines (March 2021), including confirmation that the deadline for the annual financial return for 2021 was within 7 calendar months of the end of a provider's financial year https://www.officeforstudents.org.uk/publications/information-about-deadlines-for-data-returns/

The Pro-Vice-Chancellor Assurance & Director of Finance confirmed that Condition F1 Transparency had been met, with reference to the publication of transparency information on the University website.

The Board of Governors received a report on recent OfS publications.

### PART IX - Final matters

20.0 **Any other business.** It was noted that there was no other business not already on the agenda.

21.0 **Risk Management.**

The Board of Governors considered new items of risk identified at the meeting.

*[Confidential minute]*.

22.0 **Dates of next meeting.** It was noted that the Board of Governors was next due to meet on Wed. 30 June 2021 at 1.30pm.

### PART X - Reserved Matters

23.0 **Reserved Matters minutes of the previous meeting.** The Board of Governor noted that the minutes arising from the Reserved Matters agenda of the Board of Governors' meeting held on 17<sup>th</sup> March 2021 were in the public domain and had been considered for approval at agenda item 3 above.
BOARD OF GOVERNORS OF THE HE CORPORATION
Minutes of the Board of Governors' meeting held on
Wednesday 30th June 2021 via Microsoft Teams

Present: Ms P Belcham (Students' Union President/ Student Governor), Professor P Cullen (Senior Independent Governor, Deputy Chair of the Board of Governors), Mr R Dawson (Independent Governor), Mr J Finnigan (Independent Governor, Chair of the Board of Governors), Ms A Handa (Independent Governor), Mr J Hart (elected Student Governor), Mr N Ramshaw (Independent Governor), Dr D Reid (Independent Governor), Mr M Riley (Independent Governor), Ms N Rumball (Independent Governor), Dr S Taylor (Governor nominated by the Academic Board), Mr B Warden (elected & co-opted Staff Governor), and Professor S Wonnacott (Vice-Chancellor).

In attendance: Mrs F Bagchi (Clerk to the Board of Governors), Ms S Bailey (Pro-Vice-Chancellor Assurance & Director of Finance), Ms J Hearnshaw (Secretary to the Vice-Chancellor), Professor D Russell (Pro-Vice-Chancellor Student Experience & Resources) and Professor R Whittaker (Pro-Vice-Chancellor Academic).

1.0 Apologies for absence. Apologies were received from Mr D Bagley (Independent Governor), Professor C Pickles (Independent Governor) and Mr D Whitehead (Independent Governor).

2.0 Declaration of interests & code of conduct report. The following standing declarations of interest were received: Ms Belcham (Students' Union President, Leeds Arts University), Professor Cullen (trustee Royal School of Needlework), Mr Dawson (Director Potter Group Limited, Director RWD Consulting Limited), Ms Handa (Anj Handa Associates, Chair of Freedom Studios Bradford), Mr Hart (student, Leeds Arts University), Mr Ramshaw (Director, You Prosper Ltd), Dr Reid (Director of Bank Saderat plc and an Independent member of the probate (regulatory) committee of the Institute of Chartered Accountants of England and Wales), Mr Riley (employee University of Westminster), Ms Rumball (employee Uniac, trustee of University of Bristol Students’ Union), Dr Taylor (employee, Leeds Arts University), Mr Warden (employee, Leeds Arts University), Professor Wonnacott (employee, Leeds Arts University (Vice-Chancellor), director/trustee GuildHE Ltd, member Ukadia (a GuildHE sub-group), director/trustee HESA Ltd, director/trustee Yorkshire Universities, partner a staff member and daughter a student at the University).

During the meeting, Dr Reid and Ms Handa declared an interest at agenda item 20 (annual appointment of Committee Chairs) and Professor Cullen declared an interest at
agenda item 21 (recommendations on Governor vacancies and appointments).

**PART II - Items for approval**

3.0 **Minutes of the previous 2021 meeting.** The minutes of the meeting held on 2\textsuperscript{nd} June 2021, including the confidential minutes, were approved: proposed Dr Reid, seconded Professor Cullen.

4.0 **Action plan update & matters arising.** The Board of Governors considered the action plan attached to the above minutes, noting that all actions had been completed or had a future completion date.

**PART III - strategic items for consideration &/or information**

5.0 **Chief Executive’s report.** The Vice-Chancellor, Professor Wonnacott presented the CEO’s report for June 2021. Governors noted, in particular, the following areas covered by the report.

i. **Coronavirus**
   The Vice-Chancellor reported that, with most teaching having ended, positive Covid-19 cases remained low for the University’s students and staff, although there had begun to be an increase in positive cases in some areas of Leeds and students were therefore being encouraged to take regular lateral flow tests and access the vaccine.

ii. **Academic Enrolment, Retention and Success Rates**
   The Vice-Chancellor reported that:
   - The University was closely monitoring HE student acceptance rates, which, overall, were on target;
   - Covid-19 restrictions meant that the recruitment of overseas student remained challenging for the sector, with the University expecting, as a result, lower enrolments in September 2021 than in the previous year.

iii. **Access & Participation Plan Monitoring Report**
   The Vice-Chancellor provided Governors with an update relating to the University Access & Participation Plan monitoring return.

   [Confidential minute].

iv. **Research**
   Governors commended staff for the significant amount of research noted in the report.

v. **RIDDOR**
   A RIDDOR report had last been made on 25\textsuperscript{th} March 2021, noting the Health & Safety Executive (HSE) had not contacted the University following the report.

vi. **Successes**
   Governors noted the significant number of student successes listed, commending the students featured in the report.

It was noted, in response to Governors’ questions, that the End of Year show for FE was online and the undergraduate End of Year show would also take place online from 5\textsuperscript{th} July 2021.
The Board of Governors received the CEO’s report for June 2021.

6.0 Strategic key performance indicators (KPIs). The Board of Governors noted that there was no update on the report which had been presented to the Board of Governors’ meeting held on 2nd June 2021.

PART IV - academic items: for information

7.0 Academic Board report. The Board of Governors noted that the minutes of the Academic Board meeting held on 24th June 2021 would be presented to the Board of Governors’ October 2021 meeting.

PART V - finance items: for review

8.0 Management accounts. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented the management accounts and commentary for the ten months up to the 31st May 2021.

Governors noted that: the operating surplus to date and the year-end position were both expected to be higher than budget; income was above budget as a result of the undergraduate tuition fee non-collection rate being better than the prudent budget assumptions; both pay costs and non-pay costs were below budget; the final outturn for the year was dependent on the pension adjustment; the balance sheet was strong and the University had good cash reserves.

The Board of Governors received the Management Accounts to the 31st May 2021.

PART VI - finance items: for approval

9.0 Budget, financial plan & annual financial return. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, outlined the OfS’s requirements in relation to the production of the financial plan and the annual financial return, reporting that: the OfS required the University to submit an approved Annual Finance Return, including financial data covering the two most recent audited years and financial forecasts for five years; the OfS had extended the deadline for the return to 28th February 2022, however the University intended to keep to its planned timetable i.e. to present the financial return to the Board of Governors for approval at their meeting on 24th November 2021 i.e. at the same meeting at which the annual financial statements would be presented for approval; the budget and 5 year plan would be submitted to the OfS in December 2021; the initial budget and 5 year plan had been prepared and would be updated during autumn 2021, following enrolments and taking into account any known changes to HE funding arising from the government’s autumn spending review announcements.

The Board of Governors considered the provisional 2021-22 budget and financial plan, together with a commentary setting out the assumptions underlying the budget and the results of the sensitivity analysis which had been undertaken.

[Confidential minute].

Governors noted that: the University had taken a balanced approach in preparing the 5 year financial plan, which was less prudent than in the prior year e.g. with the contingency for non-collection of fees reduced for 2021-22 to be closer to the actual position historically; the full impact of the Covid-19 pandemic in the short term and
longer term was uncertain but the University had good cash reserves and a robust financial position, which meant that it should be well placed to deal with the potential challenges ahead.

[Confidential minute].

Mr Riley left the meeting.

[Confidential minute].

The Board of Governors approved the budget for 2021/22: proposed Dr Reid, seconded Mr Ramshaw.

10.0 Students' Union budget 2021/22 proposal. It was noted that the Education Act 1994, stated that 'The governing body of every establishment to which this Part applies shall take such steps as are reasonably practicable to secure that any students’ union for students at the establishment operates in a fair and democratic manner and is accountable for its finances...the financial affairs of the union should be properly conducted and appropriate arrangements should exist for the approval of the union’s budget, and the monitoring of its expenditure, by the governing body'.

Professor Russell (Pro-Vice-Chancellor Student Experience & Resources) presented the draft Students’ Union budget for 2021/22.

Governors noted that: the budget had been prepared by the Students' Union Liaison Officer, and while a review of expenditure both before and during the pandemic had been undertaken as part of the budget-setting process, there remained some uncertainty concerning the type of social activities which would be possible in 2021/22; a balanced approach had therefore been taken when setting the budget i.e. with the potential need for both in-person and online/socially distanced events taken into account. It was noted that, the proposed continued investment by the University in the Students' Union for 2021/22, would ensure that the Students' Union could continue to enhance the student experience through its services. Ms Belcham (Students’ Union President/ Student Governor), confirmed in response to Governors' questions, that the proposed budget was in line with expectations.

The Board of Governors approved the Students’ Union budget for 2021/22: proposed Dr Reid, seconded Mr Finnigan.

11.0 Financial Regulations. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey, presented the draft revised Financial Regulations, highlighting the following proposed changes: increasing the level of funds that could be placed on deposit; the production of bi-monthly management accounts; amendment of the approval process for tuition fees in line with the procedure previously agreed by the Board of Governors; amendment of references to the EU; clarification concerning the level of expenses requiring authorisation by the Chair of the Board of Governors; clarification of the procedure for writing off bad debts.

The Board of Governors approved the Financial Regulations,: proposed Dr Reid, seconded Professor Cullen.

12.0 Tender recommendation: other software licences. The Pro-Vice-Chancellor Assurance & Director of Finance, Ms Bailey presented to the Board of Governors a tender recommendation for other software licenses.
The Board of Governors approved the appointment of Academia as the supplier for software licenses (excluding Adobe, VMware and Microsoft licences): proposed Mr Ramshaw, seconded Mr Warden.

**PART VII - audit items: for approval**

13.0 External audit plan. Dr Reid, as Chair of the Audit Committee, reported that KPMG's draft external audit plan for the financial year ending 31 July 2021 had been considered at the Audit Committee meeting on the 2nd June 2021 and that the Committee was recommending it to the Board of Governors for approval.

Dr Reid reported that: the draft plan described KPMG's overall strategy and scoping, its approach to materiality and identified the significant risks and areas of focus to be addressed by the audit; pension liability, revenue recognition, and management override of controls had been deemed areas of significant risk by KPMG; other areas of audit focus identified included use of funds and Access and Participation Plan expenditure; there was also an increased focus on institutions' overall financial position and going concern, in response to revised UK audit standard ISA (UK) 570; the audit schedule was currently expected to be similar to previous years.

The Board of Governors approved KPMG's audit plan for the external audit for the financial year ending 31st July 2021 on the recommendation of the Audit Committee: proposed Ms Rumball, seconded Professor Cullen.

**PART VIII - OfS compliance reports: for information**

14.0 Complying with consumer protection law. Professor Russell (Pro-Vice-Chancellor Student Experience & Resources) reported that: in response to a request made by the OfS in January 2021, a review had been undertaken by the University to assess compliance with consumer protection law and OfS C1 condition of registration; the request made by the OfS had asked for the focus of the review to be specifically on academic year 2020-21; the review had been carried out during spring 2021 and the report delivered to the University's SMT Senior Management Team.

It was noted that the OfS had also requested that assurance be provided to the Board of Governors of ongoing compliance with condition C1 (guidance on consumer protection law) and a summary presentation had therefore been made to the Board of Governors at their meeting on 28th April 2021 by the Pro-Vice-Chancellor Student Experience and Resources and the University's Compliance Officer.

The Board of Governors received a follow up report, receiving assurance of the University's ongoing compliance with OfS condition C1.

The Board of Governors thanked the Pro-Vice-Chancellor Student Experience & Resources and the Compliance Officer for the report, which Governors had found informative.

15.0 Review against the Office for Students (OfS) statement of expectations for preventing & addressing harassment & sexual misconduct affecting students in HE. The Vice-Chancellor reported that: in April 2021, the OfS had published a statement of expectations for preventing and addressing harassment and sexual misconduct affecting students in higher education; on 10th June 2021, the OfS had written to accountable officers inviting them to review and update systems, policies and procedures in line with the statement of expectations in advance of the 2021/22 academic year; while the OfS was not formally connecting this to specific conditions of registration, they would
review options in the light of evidence from the changes made by universities and colleges, and the experiences of students, during the coming year; the University was not required to respond to the OfS unless it was unable to align with the statement of expectations.

Governors noted that the OfS statement of expectations included the expectation that governing bodies should ensure that the provider’s approach to harassment and sexual misconduct was adequate and effective. To help Governors discharge this expectation, an overview of the University’s approach was presented to Governors.

The Board of Governors considered the overview report from the Vice-Chancellor setting out how the University would meet the OfS expectations before September 2021.

Governors commended the pro-active approach being taken by the University.

Governors commented positively on the University having consulted with students on the draft revised Sexual Misconduct, Harassment and Bullying Policy. The desirability of renaming the policy the Harassment, Sexual Misconduct and Bullying Policy, to better mirror the form used in the OfS statement of expectations, was discussed.

The decision to involve the HR department in investigations under the Student Disciplinary Policy was discussed, with it being noted in response to Governor’s questions that: HR staff, who had previously carried out investigations into certain types of misconduct, would now do so for all non-academic misconduct and would be present at hearings to offer advice; this approach was designed to ensure a professional and trained perspective on sensitive matters which was demonstrably fair, independent and free from any reasonable perception of bias. It was noted that the annual HR report to the Board of Governors would be expanded to include a section on number of cases reported, a summary of outcomes and training undertaken in this area.

The Board of Governors received the report, noting that it provided assurance that the University’s approach to harassment and sexual misconduct was adequate and effective.

**PART IX - governance items: for information**

16.0  **Report on Chair’s action.** Members noted that no action of the kind specified had been taken by the Chair of the Board of Governors since the last meeting of the Board of Governors.

17.0  **Report on use of the University seal.** Governors noted that there had been no use of the University seal since the last meeting of the Board of Governors.

18.0  **Written resolution report.** The Board of Governors noted that under section 7.1 of the Articles of Government, decisions could be made by written resolution. It was noted that the Clerk had sent to Governors, on the 12th June 2021, a written resolution by e-mail concerning approval of the appointment of Aspect Building Solutions Limited as the supplier for the University's St Marks Road window replacement scheme, and that the resolution had been passed.

19.0  **Governor data privacy notice.** Governors noted the draft notice would be presented to Board of Governors during autumn 2021 for approval.
**Action: Clerk**

**PART X - governance items: for approval**

20.0 **Annual appointment of Committee Chairs.** Dr Reid and Ms Handa declared an interest in this item and left the meeting.

The Clerk to the Board of Governors reported on the annual appointment of Committee Chairs, noting that the Board of Governors had resolved at its meeting on 9th Oct. 2019, that the Chairs of the Board of Governors’ committees should be appointed annually by the Board of Governors, with committee Vice-Chairs continuing to be elected annually by each committee at the first committee meeting of the academic year.

The Board of Governors approved the following re-appointments, proposed Mr Ramshaw, seconded Professor Wonnacott:

- The re-appointment of Dr Reid as Chair of the Audit Committee for 2021/22;
- The re-appointment of Dr Reid as Chair of the Remuneration Committee for 2021/22;
- The re-appointment of Ms Handa as Chair of the Search and Nominations Committee for 2021/22.

Dr Reid and Ms Handa returned to the meeting.

21.0 **Search & Nominations Committee (SNC) recommendations: Governor vacancies & appointments.** The Chair of the Search & Nominations Committee, Ms Handa, reported that the following report on forthcoming Governor vacancies had been received at the Search & Nominations Committee's meeting on 2nd June 2021:

- Students' Union President/Student Governor *ex officio* Poppy Belcham's term of office would end on 31.08.21;
- Elected Student Governor Joshua Hart’s term of office would end on 31.08.21;
- Independent Governor Nick Ramshaw's second & final term of office would end on 15.10.21;
- Independent Governor Patsy Cullen's first 4-year term of office would end on 27.11.21;
- Independent Governor Anj Handa's second & final term of office would end on 21.02.22.

The Committee had considered appointment to forthcoming vacancies, noting that Governor appointments were made subject to the person recommended meeting the eligibility (including fit and proper person) criteria.

(i) **Appointment of Student Governors for 2021/22**

The Search & Nominations Committee meeting had also noted that:

- Claire Tuton (Level 6 Visual Communication) had been elected as Students’ Union President & Student Governor *ex officio* for 2021/22; and
- Kit Malone (MA Graphic Novel) had been elected as Student Governor for 2021/22.

It was noted that while Student Governors were appointed for 4 years, their term of office as a Student Governor would normally end when their term of office as Students' Union President or elected Student Governor ended or when they left the University, whichever was the earlier.
The Board of Governors agreed that, where the term of office of the Students' Union President or the elected Student Governor was one year and they served to the end of that year, the corresponding end date for their term of office as Student Governors should be the end of the University's financial year i.e. 31 July.

Action: Clerk

The Board of Governors approved the appointment of Claire Tuton as the elected Students' Union President & Student Governor ex officio from 1st September 2021 for a period of 4 years or until the end of their term of office as Students’ Union President or when they left the University if that was earlier; proposed Dr Reid, seconded Professor Wonnacott.

The Board of Governors approved the appointment of Kit Malone as elected Student Governor from 1st September 2021 for a period of 4 years or until the end of their term of office as the elected Student Governor or when they left the University if that was earlier; proposed Dr Reid, seconded Mr Ramshaw.

(ii) Re-appointment of Professor Cullen as an Independent Governor
Professor Cullen declared an interest in this item and left the meeting.

The Board of Governors approved, on the recommendation of the Search & Nominations Committee, the re-appointment of Professor Patsy Cullen as an Independent Governor for a second 4-year term of office from 28th November 2021; proposed Dr Taylor, seconded Professor Wonnacott.

Professor Cullen returned to the meeting.

22.0 SNC recommendations: Senior Independent Governor (SIG) role description & person specification. Ms Handa, as Chair of the Search & Nominations Committee, reported that: a draft role description and person specification for the Senior Independent Governor (SIG) had been considered at the Search & Nominations Committee's June 2021 meeting; the draft reflected the role description in the Good Governance Institute's March 2015 report to the Board of Governors of Plymouth University but had also been formulated with particular reference to the requirements of the Financial Reporting Council's (FRC's) UK Corporate Governance Code (2014 & 2018) in relation to the role of the senior independent director as the Board of Governors reported annually on how it has applied the principles set out in the FRC's UK Corporate Governance Code in the Statement of Corporate Governance and Internal Control in the University's annual report and financial statements.

The Board of Governors approved, on the recommendation of the Search & Nominations Committee, a role description and person specification for the Senior Independent Governor role: proposed Ms Rumball, seconded Professor Cullen.

23.0 SNC recommendations: Chair & Deputy Chair role descriptions. Ms Handa, as Chair of the Search & Nominations Committee, reported that: following review at its June 2021 meeting, the Committee was recommending updating amendments to the role descriptions for the Chair and Deputy Chair of the Board of Governors; this included a recommendation that, if the Board of Governors should approve the role description for the Senior Independent Governor, the role descriptions for the Chair and Deputy Chair of the Board of Governors should be amended to remove references to the Deputy Chair appraising/reviewing the Chair annually as these sections duplicated section 2.3 of the role description for the Senior Independent Governor.
The Board of Governors approved updating amendments to the role descriptions for the Chair and Deputy Chair of the Board of Governors, with these changes to be implemented with immediate effect: proposed Ms Handa, seconded Dr Reid.

24.0 SNC recommendations: amendments to the Board of Governors' Standing Orders. Ms Handa, as Chair of the Search & Nominations Committee, reported that, following review at its June 2021 meeting, the Committee was recommending that sections in the Board of Governors' Standing Orders relevant to the Governor recruitment and appointment process, should be updated e.g. to reflect relevant sections in the Governor Recruitment and Appointment Procedure.

The Board of Governors approved, on the recommendation of the Search & Nominations Committee, revisions to sections in the Board of Governors' Standing Orders relevant to the Governor recruitment & appointment process: proposed Ms Handa, seconded Dr Reid.

PART XI - Documents/links: items for information

25.0 Documents/links from regulators &/or other outside bodies. It was noted that documents/links from regulators and/or other outside bodies was a standing agenda item for the Board of Governors, with the following documents/links, having been published by the Office for Students (OfS) since the Board of Governors' meeting on 2nd June 2021:

- National Student Survey: Publication of Data (7th June 2021). The OfS had confirmed that it would publish the National Student Survey (NSS) 2021 public data on its website on Thursday 15th July 2021, including data on questions asking students about their experience during the pandemic (although the student experience during the pandemic results would not be differentiated at provider level). Available at: [https://www.officeforstudents.org.uk/publications/national-student-survey-2021-publication-of-data/](https://www.officeforstudents.org.uk/publications/national-student-survey-2021-publication-of-data/)


26.0 Board of Governors: committee minutes.
   (i) Search & Nominations Committee minutes of 2nd June 2021. Ms Handa, as Chair of the Search & Nominations Committee, presented the minutes of the Search & Nominations Committee meeting held on 2nd June 2021, reporting on the Committee's discussion of succession planning and forthcoming Governor vacancies, noting a loss of skills and expertise in the creative industries and in equality and diversity, with the respective retirements of Mr Ramshaw and Ms Handa as Independent Governors in 2021/22 and the need to formulate person specifications for the vacancies which would arise. It was noted that Governor training had also been discussed and that a Governor training session on IT, including cyber security, was planned for 2021/22, following a recommendation from the Audit Committee.

   The Board of Governors received the Search & Nominations Committee minutes of the 2nd June 2021.

   (ii) Audit Committee meeting of 2nd June 2021. Dr Reid, as Chair of Audit Committee, presented the minutes of the Audit Committee meeting held on 2nd June 2021, reporting that the Committee had reviewed the University's risk register and a progress report on the implementation of the internal auditors' recommendations, had considered the internal audit block 2 reports, had discussed new requirements in the CUC governance code in relation to sustainability reporting, and had agreed to recommend the external audit plan to the Board of Governors for approval, which had taken place earlier on the Board of Governors' agenda.

   The Board of Governors received the Audit Committee minutes of the 2nd June 2021.

27.0 Any other business. The Chair of the Board of Governors thanked Ms Belcham and Mr Hart for their contribution to the work of the Board during 2020/12.

28.0 Risk Management. It was noted that no new items of risk had been identified at the meeting.

29.0 Date of next meeting. It was noted that the Board of Governors is next due to meet on Wednesday 13th October 2021 at 1.30pm.

30.0 It was noted that there were no items to consider under the Reserved Matters heading.