



Minutes of the 25 November 2022 meeting (held via Teams)

Present: David Lowen (Chair)

Qari Asim, Dr Oliver Bray, Cielo Cartwright, Rachel Hewitt, Professor Christina Hughes, Professor Nicki Latham, Stephen Magora, David Morgan, Jo Norry, Ashleigh Pinnock, Rob Purdy, Professor Peter Slee, Dr Andrew West, Nick Whitaker

In attendance: Trevor Armour*, Professor Phil Cardew, Andrew Fern, Phil Harrison, Kate Harvey (Secretary), Tracey Lancaster, Heather Paver, Professor Chris Prince, Caroline Thomas

Apologies: Alan Gay, Shwetal Shah

Attendees' apologies: David Ashton

* Present as indicated in the proceedings

PRELIMINARY ITEMS

Declaration of interest

009.2223 The Chair of the Board and chairs of committees declared their interest in the relevant sections of agenda item 30, relating to their annual remuneration.

Minutes

010.2223 The Board agreed that the minutes of its meeting on 22 July 2022 and 07 October 2022 were an accurate record.

Matters arising

011.2223 (a) The Board noted the updated of actions from the previous meeting.

(b) The Chair reported that Lucy MacDonald had stepped down from her role as President of the Students' Union, and as such had also stepped down as a governor. The Chair had written on behalf of the Board to thank Lucy Macdonald on behalf of governors and the University for her contributions during her time on the Board.

Chair's Action

012.2223 (a) On 31 July 2022, the Chair had approved the implementation of the national pay award with effect from 01 August 2022 by Chair's action. The Universities & Colleges Employers' Association (UCEA) had confirmed to employers participating in the 2022/23 JNCHES pay round on 14 July 2022 that it regarded the pay round as concluded, and that employers should implement the uplift set out in the final pay offer. Chair's action had been taken to enable staff to see an increase in pay in August.

013.2223 The Board ratified the action taken by the Chair to approve the national pay award for 2022/23.

STRATEGIC MATTERS

Chair's Report

014.2223 (a) The Chair drew the Board's attention to the final report of the governance effectiveness review and the associated action plan for approval, which incorporated suggestions from Advance HE's review. A key priority for 2022/23 would be the recruitment and embedding of new independent governors and the search for the next Chair.

Vice Chancellor's Report

Minutes 015 and 016.2223 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

015.2223 (a)



concentration in the Leeds Business School and the School of Built Environment,

(1)



REPORTS FROM COMMITTEES

Report of the Governance and Nominations Committee – 14 October 2022

- 017.2223 (a) Dr Andrew West, the Chair of the Committee, reported that members had received the first of what would be an annual report on student wellbeing issues, presented by the Associate Director of Student Services. This was intended to provide an additional layer of oversight and assurance and followed on from the series of reports on a range of student wellbeing issues in 2021/22.
- (b) The Committee Chair highlighted the report from Advance HE which was extremely positive. The contribution of the Governance Services Manager in supporting the review was noted and the Board expressed its thanks for her hard work.

Report of the Finance, Staffing & Resources Committee – 28 October 2022

Part of minute 018.2223 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

- 018.2223 (a) Alan Gay, the Chair of the Committee, reported that the University would be revising its institutional EDI Objectives, including KPIs, in 2022/23. This was a requirement

under the Public Sector Equality Duty. Progress updates would be provided to the Committee, and the Board would be invited to provide final approval at its meeting in July 2023.

(b) The Executive Director of Human Resources would present an overview of the University's workforce profile to the Committee in an informal session at the beginning of its meeting on 10 February 2023.

(c)

Report of the Audit Committee – 04 November 2022

Part of minute 019.2223 is exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

019.2223 (a) Nick Whitaker, the Chair of the Committee, reported that members had reviewed the suite of documents feeding into the Annual Report and Financial Statements as agreed its annual opinion report, which were all available later on the agenda.

(b) Uniac was the University's new internal auditor and their programme of work for 2022/23 was underway. KPMG's final annual opinion report was also available later on the agenda.

(c)

Report of the Chairs' Committee – 26 September and 09 November 2022


020.2223 (a) The Chair reported that the Committee had met on two occasions in the Autumn in order to discuss the agenda for the away day and Board meeting as well as themes for the series of informal briefings which would take place across the academic year. The outcomes of the effectiveness review had been discussed, with particular reference to opportunities to engage with students.

Professor Phil Cardew, Andrew Fern, Phil Harrison, Kate Harvey, Tracey Lancaster, Heather Paver, and Professor Chris Prince left the meeting for the next item. Caroline Thomas acted as Secretary.

Report of the Senior Staff Remuneration Committee – 21 October 2022

Minute 021.2223 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

021.2223 (a)



Professor Phil Cardew, Andrew Fern, Phil Harrison, Kate Harvey, Tracey Lancaster, Heather Paver, and Professor Chris Prince re-joined the meeting.

EXCELLENT ACADEMIC OUTCOMES, RESEARCH AND INNOVATION

Report of the Academic Board – 02 November 2022

- 022.2223 (a) The Vice Chancellor reported that the meeting of the Academic Board had approved the Annual Statement of Research Integrity for publication as well as a range of research policy documents, including a Code of Good Practice.
- (b) Also approved was the list of nominees for honorary awards by the Honorary Awards Committee.
- (c) The Academic Board had endorsed the Academic Assurance Report and was satisfied that recommendations relating to any areas of potential risk relating to compliance were being actioned.

Academic Assurance Report

Parts of minute 023.2223 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

- 023.2223 (a) Professor Phil Cardew, the Deputy Vice Chancellor (Academic), reported that the suggestions from Advance HE's effectiveness review report were being reviewed regarding the content and format of future reports. Governors noted the report from Advance HE had been positive regarding the quality of information provided to governors and had offered opportunities for further improvement.
- (b) This report to the Board formed part of the cumulative cycle of reporting during the academic year and focussed on recent amendments and enhancements made to the University's academic regulations and feedback from external examiner reports.
- (c) A revised threshold pass mark for taught postgraduate courses had been introduced for 2022/23 for all new and continuing students, moving from 40% to 50%

024.2223 The Board **agreed** that the report provided continued assurance of the University's ongoing compliance with the Office for Students conditions of registration B1-B6.

Students' Union (SU) Report

Parts of minute 025.2223 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

- 025.2223 (a) Ashleigh Pinnock, interim SU President and student governor, reported that the SU had been in discussions with Leeds City Council and unions from the other universities in Leeds over accommodation for students in Leeds. A considerable proportion of casework over the first term had been in support of international students who had brought family with them to the UK. It was noted the SU was also working closely with Unipol.
- (b) The Board welcomed news of strategic discussions taking place in the city to address the issues students were experiencing, noting that there had been recent press coverage of housing issues in other large cities in addition to Leeds.

- (c) Governors queried whether assistance made available to students in response to the cost-of-living crisis had had any discernible impact. The £2 lunch option continued to increase as a proportion of hospitality sales each week, with 5k sales to date as well as 2,200 journeys on the shuttle bus between campuses. Access to the student hardship fund continued to be in demand

SUSTAINABLE RESOURCES

Student Enrolment Update

Part of minutes 026.2223 is exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

026.2223 (a)

- (b) Governors were interested to hear further about new or changing trends in the market and it was proposed this be a feature of the next away day.

Financial and Capital Expenditure Update

Minute 027.2223 is exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

027.2223 (a)

Financial Forecasts to 2025/26

Minute 028.2223 is exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

028.2223 (a)

mitigation from the worst of price volatility, reduced reliance on imported fossil fuels

ANNUAL REPORT AND FINANCIAL STATEMENTS

Audit Committee Annual Report and Opinion 2021/22

- 031.2223 (a) The Chair of the Committee presented an overview of the work conducted by the Committee during 2021/22 as well as the Committee's opinion that:
- i. Adequate and effective risk management, control, and governance processes were in place and that appropriate steps were taken to review and, where necessary, enhance these processes.
 - ii. Adequate and appropriate arrangements for economy, efficiency and effectiveness were in place which ensured and promote value for money.

- iii. Adequate and appropriate arrangements were in place for the management and quality assurance of data submitted to HESA, the Student Loans Company, the OfS, and other funding or regulatory bodies to which it was accountable.

- (b) The Audit Committee had also reviewed the information about risk management and the statement of internal control contained within the Financial Statements for the year ending 31 July 2022 and was able to provide assurance to the Board that it accurately described the matters within its knowledge and remit.

- (c) Finally, the Audit Committee confirmed that it considered the Board's responsibilities in the preparation of the Financial Statements had been satisfactorily discharged.

Internal Audit Annual Report and Opinion 2021/22

Minute 032.2223 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

032.2223



External Auditors' Report for the year ended 31 July 2022

Minute 033.2223 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

033.2223



034.2223 The Board agreed to accept the report, which would be included in the Annual Financial Return submission to the Office for Students.

Annual Report and Financial statements for the year ended 31 July 2022

Minute 035.2223 is exempt from publication under the provisions of Section 22 (Information intended for future publication) of the Freedom of Information Act 2000.

035.2223

036.2223 The Board **resolved** to approve the annual report and financial statements for publication and submission to the Office for Students as part of the Annual Financial Return.

External Audit Letter of Representation

037.2223 (a) The Board received the draft letter of representation.

038.2223 The Board **resolved** to approve the letter for submission to the Office for Students as part of the Annual Financial Return and delegated signature of this to the Director of Finance.

GOVERNANCE & COMPLIANCE

Governance Effectiveness Review

- 039.2223 (a) Caroline Thomas, the Registrar & Secretary, presented the report from Advance HE and the proposed action plan, both of which had been considered by the Governance & Nominations Committee.
- (b) The review had found that governance arrangements at the University were very effective.
- (c) Of note was that the reviewers had found the Academic Board had a clear understanding of its role and relationship to the Board in providing assurance of the effectiveness of academic quality and standards at the University.
- (d) The report had set out a number of suggestions for consideration including academic assurance reporting, the student voice, governor succession planning, information provided to governors and equality, diversity & inclusion (EDI).
- (e) Governors queried how the University proposed to bring strategic EDI reporting together into a cohesive agenda which included both staff and students. Heather Paver, the Deputy Director of Human Resources, reported that EDI governance arrangements were being reviewed to ensure a joined-up approach. The University was reviewing its institutional EDI objectives and would bring these to the Board in the summer of 2023 for approval.

040.2223 The Board **resolved** to approve the action plan for implementation.

Governor Recruitment Update

041.2223 (a) The Board noted the appointment of Odgers Berndtson who would facilitate the search process for the next Chair of the Board. A series of briefing meetings with key governors and members of the executive were being arranged and consideration was being given to further opportunities for stakeholder engagement in the process.

(b) Nurole had been engaged to facilitate the search for up to three new independent governors and shortlisting would take place following the Board meeting.

042.2223 The Board **resolved** to approve the proposal to co-opt another Dean of School as a governor, in order to retain the senior academic insight Professor Lisa Stansbie had brought to the Board's membership.

Prevent Annual Accountability and Data Return 2022

043.2223 (a) The Registrar & Secretary presented the return and accompanying narrative for consideration and reported that it had been scrutinised and endorsed by the Audit Committee at its meeting in November 2022. The data return would be submitted to the OfS and it was noted the narrative was to provide additional context for the Board.

044.2223 The Board **resolved** to approve the Annual Accountability and Data Return for submission to the Office for Students.

OfS Regulatory Update

045.2223 (a) The Registrar & Secretary reported that a revised B3 condition on student outcomes had come into effect from 3 October 2022. Minimum expectations had been set for all courses regarding continuation, successful completion and progression onto further study or a professional job. The OfS had announced the priority subject areas for further scrutiny in 2022/23.

(b) The University was waiting to hear from the OfS about the outcome of its requested variation for the Access & Participation Plan.

(c) The OfS had indicated that it would be consulting in January 2023 on a formal condition of registration connected to its expectations regarding the prevention of harassment and sexual misconduct. Governors queried if there would be a monitoring element for governors, and it was confirmed that a section on issues relating to behaviour and conduct would be included in future annual reports on student casework and wellbeing.

Health & Safety Update

046.2223 (a) The Deputy Vice Chancellor (Resources) reported that the Finance, Staffing & Resources Committee had approved the new Health & Safety Policy at its meeting on 28 October 2022 and this was now subject to final discussions with the campus unions.

Annual Review and remuneration Reports: Committee Chairs and Chair of the Board

Minute 048.2223 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

047.2223 (a) Governors confirmed their endorsement of the recommendations set out in the reports on the contributions of the Chair and Committee chairs in 2021/22, noting the declarations of interest for each recommendation.

(b) The Board recorded its thanks to the Chair and Committee chairs for their work during the 2021/22 academic year.

048.2223

Other Business

Schedule of meetings and business 2022/23

049.2223 The Board noted its schedule of business for 2022/23.

Date of next meeting

050.2223 The next meeting of the Board would be held at 09:30 on 10 March 2023 via MS Teams.

Other business

051.2223 No other business was raised.

Confirmed by the Board as a correct record and signed by the Chair:

Signed: _____ Date: _____

