

CANTERBURY CHRIST CHURCH UNIVERSITY

MINUTES OF THE MEETING OF THE CHAIRS COMMITTEE: THURSDAY 4 MARCH 2021 AT 12:30 PM VIA MICROSOFT TEAMS TELECONFERENCE

Strictly Confidential

Present: Mr Frank Martin (Chair of the Governing Body)
Ms Judith Armitt (Deputy Chair (and Chair-elect) of the Governing Body
and Chair of the Finance and Resources Committee)
Sir Ian Johnston (Deputy Chair of the Governing Body and Chair of the
Remuneration Committee)
Mr Philip Fletcher (Chair of the Audit Committee)
Professor Rama Thirunamachandran (Vice-Chancellor and Chair of the
Academic Board)

In attendance: Ms Alison Sear (Clerk to the Governing Body)

1. Apologies for absence

There were no apologies.

2. Declarations of Interest

Sir Ian Johnston declared an interest in Item 8 (Membership of the Governing Body) and it was agreed that Sir Ian would not take part in the relevant part of the discussion when Item 8 was considered.

3. Chair's Communications

The Chair welcomed everyone to the meeting.

The Chair said it was pleasing to have more positive news in relation to the pandemic; there was renewed hope after what had been a very challenging period. He had attended the Finance and Resources Committee meeting earlier that day. It was a credit to all University staff to report promising news in relation to student recruitment. In terms of student retention there had been a greater number of student interruptions than withdrawals this year. Students were expected to choose to continue to study given other options were limited. This was also due in part to the University's improved communications with students and much needed improvements in student data quality. It reinforced that new opportunities and better ways of working could come out of a crisis, putting the University on track for a 'reset' in September.

4. Minutes of the Meetings of the Chairs Committee held on 5 November, 23 November and 17 December 2020

The minutes of the meetings of the Chairs Committee held on 5 November, 23 November and 17 December 2020 were confirmed and signed as an accurate record.

5. Matters Arising not Appearing elsewhere on the Agenda

The Clerk updated the Committee in relation to the status of an application which had previously been made to the Charity Commission for an ex-gratia payment and was as yet unresolved. The Clerk said she would provide a further update to the Committee in due course.

6. Strategic Discussion Item

The Vice-Chancellor updated the members of the Chairs Committee on the following items.

Covid-19 Response

The University's Senior Management Team and other senior colleagues continued to dedicate significant time in response to the evolving situation in relation to Covid-19. The Vice-Chancellor said that the government announcement of the roadmap for lifting national lockdown restrictions was good news for the University. From 8 March, the University would be able to resume face to face teaching on campus, as part of its approach to blended learning for many undergraduate and postgraduate students studying practical or practice-based (including creative arts) subjects, requiring specialist equipment and facilities for teaching and assessments. Project 2020/21 would continue to oversee the important arrangements for the wider opening of the campus, as well as preparations for the next academic year. He had provided full details of the University's current approach at the last (extraordinary) meeting of the Governing Body on 25 February and within his Governor e-bulletin dated 27 February.

Loan Agreement

Discussions with the banks were reaching conclusion and it was anticipated that agreement would be reached before the end of March. An outstanding issue had arisen following a review of the Security Trust Deed only recently shared with the University. Negotiations were ongoing to resolve points arising from this document. Discussions were progressing favourably in relation to agreeing a mutually satisfactory security release mechanism. The banks seemed very likely to agree to omit the defective titles from the security package.

Recruitment and Retention

It was pleasing that the full-time undergraduate applications were currently up by 6.34% compared to the equivalent date last year (excluding applicants to the Kent and Medway Medical School and other partner institutions). There was ongoing high demand for health-related programmes. The Vice-Chancellor would be chairing a re-established Recruitment and Admissions Task Force in response to the challenging recruitment environment that continued to be exacerbated by the pandemic. Virtual student recruitment events were progressing well with good attendance. These events had been supported by ongoing marketing campaigns.

Estate Master Plan

An offer had been received for the Northwood Court Accommodation Building in Broadstairs. It had been reported to the Finance and Resources Committee and would be the subject of a paper requesting the approval of the Governing Body at its next meeting on 23 March 2021.

An update was provided following receipt of a report commissioned by the University relating to the cladding on one of the University's accommodation buildings. The report had identified that further verification was required into the material used and the fire cavities within the material. The Chairs agreed that the most cautious approach must be taken by the University following completion of the further assessment.

MOSI

A thorough and rigorous discussion had taken place at the Finance and Resources Committee in relation to the MOSI project that was currently on track with a small underspend to date. Determined effort was underway and the University was committed to the delivery of MOSI as the key strategic priority of the University. An extensive programme of work was mapped out, with emphasis on achieving a successful registration process for 21/22 entrants. The project would extend beyond registration into Spring 2022.

Sustainability and Environment

It was noted that the University's Director of Sustainability Development would attend the June Governing Body meeting to present the University's latest thinking in relation to the feasibility of a pledge to become a zero net carbon University. Chairs agreed it was the right moment to embrace a commitment to change especially given the Church of England's pledge to have zero net carbon emissions by 2030. Chairs supported addressing this subject of supreme importance at the Governing Body as part of a future strategic discussion item. This would take place at the June meeting or the Governing Body Away Day in September.

NOTED

Items for Approval

7. Honorary Doctorate: Recommendation (2021/22) [Paper N83]

The Vice-Chancellor reported that due to the pandemic, the conferral of four Honorary awards had been deferred from academic year 2020/21 to 2021/22. Nominations had not, therefore, been sought through an open invitation to staff, students and governors for 2021/22. However, a group of academic and professional services staff had submitted an updated nomination from that submitted last year for consideration in relation to an Honorary Doctorate award. There were exceptional health related reasons for bringing this proposal at this stage. The Vice-Chancellor noted the nomination for its excellent merit and confirmed that the key criteria for the awards was met. The Committee was invited to agree the award for the academic year 2021/22.

The Chairs Committee, being responsible for making decisions with regards to Honorary awards in its capacity as Nominations Committee for the University approved the award.

RESOLVED that:

- the Honorary Doctorate award to Keith Oliver be notified to the full Governing Body in June.

8. Membership of the Governing Body [Paper N84]

The Clerk updated the Chairs on progress made in filling three forthcoming vacancies on the Governing Body for independent governors; one commencing on 1 August 2021 and two commencing on 1 August 2022. From 18 January to 12 February the University had advertised for Expressions of Interest to join the Governing Body in a range of media; The Guardian, Times Higher Education, Women on Boards, The Church Times and the University's vacancies portal. Interest was particularly invited from those with medical and health related, legal, or finance, risk and/or having CEO level experience. The University had received 15 Expressions of Interest from a variety of high-calibre individuals. Following consideration by the Governing Body Chair-elect, Vice-Chancellor and the University Solicitor and Clerk to the Governing Body several candidates had been selected based on their demonstration of the skills, expertise and experience required, to attend a panel interview.

Given their skills, expertise and considerable board level experience it was proposed that the Chairs Committee recommend to the Governing Body the appointment of the following candidates (start date indicated):

- Mr Clive Stevens: from 1 August 2021 (also to serve on the Finance and Resources Committee from 1 August 2021)
- Professor John Wood: from 1 August 2022

In addition, the term of office of the previous appointee of the Rochester and Canterbury Diocesan Boards of Education had expired in October 2020. As required by the University's Articles, the Rochester and Canterbury Boards of Education had nominated an appointee. The Chair-Elect, Vice-Chancellor and Clerk had met CEO/Executive Head Teacher at the Alethesia Anglican Academies Trust, and former financial professional Mr Steve Carey. They considered that Mr Carey would make an excellent addition to the Governing Body commencing on 1 August 2021.

Chairs also noted the term of office of the current three staff governors would expire on 31 July 2021. There would be an election process for an Academic Staff Governor, a Professional Services Staff Governor, and an Academic Board Staff Governor in April/May this year. The result of the elections would be reported to the June Chairs Committee meeting.

(Sir Ian Johnston did not participate in this part of the discussion to avoid a conflict of interest).

A discussion followed about forthcoming changes to the membership and chairship of several committees. Given the forthcoming changes to the membership of the board it was agreed that an interim Chair of the Finances and Resources Committee should be appointed for the period 1 August 2021 to 31 July 2022. Chairs agreed that it would provide the much needed stability at the present uncertain time if Sir Ian Johnston were to take on this interim role in addition to serving as Chair of the Remuneration Committee.

(Sir Ian Johnston re-joined the discussion at this point)

The Chairs discussed the need to maintain financial, audit and risk expertise on the Audit Committee as both co-opted members had served a long term of office. Mr Julian Hills was due to stand down on 31 July 2021 and Mr Steve Sutton on 31 July 2022. It was agreed that Mr Ranil Perera, having extensive knowledge and experience of financial, risk and banking matters be invited to serve as a co-opted member of the Audit Committee commencing on 1 August 2021. In addition, Canon Quentin Roper, who had served as the representative of the Rochester and Canterbury Diocesan Boards of Education, having retired from that position in October 2020, would re-join the Audit Committee as a co-opted member for a two year term commencing on 1 August 2021.

Chairs noted that Lord Alastair Colgrain (Independent Assessor co-opted onto the Remuneration Committee) had commenced in academic year 2018/19 and his term of office would expire at the end of academic year 2021/22.

The Clerk said that as part of the Articles Refresh it was proposed that the Governing Body elect a Senior Independent Governor (SIG) who shall be elected from the group of Independent Governors. Expressions of Interest for an Independent Governor to carry out the SIG role would be invited following the Governing Body meeting on 23 March 2021.

RESOLVED to recommend to the Governing Body for approval the appointment of the following:

- to the Governing Body as Independent Governor and to serve on the Finance and Resources Committee for an initial four year term commencing on 1 August 2021: **Mr Clive Stevens**
- to the Governing Body as Independent Governor for an initial four year term commencing on 1 August 2022: **Professor John Wood**
- to the Governing Body as the appointee of the Rochester and Canterbury Diocesan Boards of Education's appointee for an initial four year term commencing on 1 August 2021: **Mr Steve Carey**
- to the Audit Committee as Co-opted member for an initial four year term from 1 August 2021: **Mr Ranil Perera**
- to the Audit Committee as Co-opted member for a two year term from 1 August 2021: **Canon Quentin Roper**
- to the Finance and Resources Committee as Chair for an interim term of one year commencing on 1 August 2021 and expiring on 31 July 2022: **Sir Ian Johnston**
- to the Governing Body as Independent Governors for a second term of a further 4 years expiring on 31 July 2025: **Ms Judith Harding and Revd Robert Stevenson**

9. Naming of Building 2 and Rooms within Building 2 [Paper N85]

The Chairs Committee, having delegated authority of the Governing Body to act as the Nominations Committee for the University in respect of the naming of the University buildings, rooms and facilities, considered paper N85. The Vice-Chancellor said that the Committee had previously considered, and approved in principle, the proposed name 'The Verena Holmes Building' for the SHTeM Building (Building 2) in November 2019 and November 2020. Chairs were invited to grant final approval to the proposed name since the building had been open since January.

Chairs noted that two charitable organisations (The Garfield Weston Foundation and the HR Pratt Boorman Family Foundation) had made significant donations to fund SHTeM and Kent and Medway Medical School activity respectively. Both donors had accepted invitations to name rooms within their respective areas of interest within the new building. At its meeting in November 2020 the Committee had already approved a recommendation for a room or wing of the SHTeM Building to be named after the Garfield Weston Foundation.

The HR Pratt Boorman Family Foundation had elected to name two rooms for teaching and meeting purposes, after Edwin Roy Pratt Boorman O.B.E and Mary Elizabeth Webb, within the KMMS area of the SHTeM building.

RESOLVED that the Chairs Committee, acting as Nominations Committee, approve:

- The Verena Holmes Building as the name for the SHTeM Building (Building 2); and
- two rooms within the KMMS area of the Verena Holmes Building be named after Edwin Roy Pratt Boorman O.B.E and Mary Elizabeth Webb.

10. Articles Refresh, Governor Appointment Policy, Skills and Experience Framework and Governance Task and Finish Group minutes [Paper N86]

The Clerk recorded thanks to the Governance and Legal Services Manager within Governance and Legal Services for his considerable hard work in bringing this paper to the Committee. She also thanked the Chair of the Audit Committee for chairing the Governance Task and Finish Group (GTFG). She explained the timetable for the outstanding work. She noted that a thorough review of the University's Articles had been undertaken by the GTFG, and had been the subject of both an internal and external stakeholder consultation. The Chairs noted that the University's Articles had been amended to reflect the changes incorporated following the consultation process and following the receipt of external legal advice. The Clerk said that an amended version was attached to the paper showing all changes. She highlighted that:

- a clause had been inserted to cater for the latest Government proposals in relation to free speech and academic freedom. Chairs noted the proposed wording; and
- the GTFG had welcomed the detail around staff governor elections being moved into a separate Governor Appointment Policy which provided for future flexibility; and
- the GTFG had agreed to drop the proposed insertion of a power for the University to pay allowances to Governors as such a measure was not considered necessary at this time.

The Clerk said that the only change to the Articles requiring Charity Commission consent was the proposed amended Objects clause (Article 7). She said it was not contentious and the Governing Body would review the entire paper at its March meeting and subject to its approval, the draft new Article 7 would be submitted to the Charity Commission for consent.

Chairs noted that the separate draft Governor Appointment Policy, also subject to the Governing Body's approval, provided for co-opted governors, governor appointment, induction, termination, removal, 'fit and proper' checks and a Senior Independent Governor. The Clerk said that subject to the board's approval, the policy would be utilised for the upcoming Staff Governor Election process. The Skills and Experience Framework would be useful. Chairs noted that the GTFG had agreed not to pursue an application for Exempt Charity status as the regulatory burden of being regulated by the OfS and the Charity Commission was not too great and did not outweigh the protections afforded by Registered Charity status.

NOTED

11. Students' Union Election 2021 Update

The Vice-Chancellor updated Chairs regarding the Students' Union election process. He said the results would be available during the next week and the Governing Body would be notified of the elected post-holders in due course.

Members said they looked forward to welcoming new Students' Union President to the Governing Body for academic year 2021/22.

NOTED

12. Any Other Business

There was none.

13. Date of next meeting

The next meeting of the Chairs Committee was scheduled to take place on 3 June 2021 at 12.30pm.

The Chair declared the meeting closed at 2.32pm.

