

CANTERBURY CHRIST CHURCH UNIVERSITY

MINUTES OF THE MEETING OF THE CHAIRS COMMITTEE: THURSDAY 3 JUNE 2021 AT 12:30 PM VIA MICROSOFT TEAMS TELECONFERENCE

Strictly Confidential

Present: Mr Frank Martin (Chair of the Governing Body)
Ms Judith Armitt (Chair-Elect, Deputy Chair 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 (University Solicitor and Clerk to the Governing Body)

1. Apologies for absence

There were no apologies of absence.

2. Declarations of Interest

Mr Philip Fletcher declared his interest in Item 7 (Membership of the Governing Body) as one of three nominees for the Senior Independent Governor role. It was agreed that Philip would exit the meeting for the relevant part of Agenda and re-join afterwards.

3. Chair's Communications

The Chair welcomed everyone to the meeting.

For the benefit of the Chair of the Audit Committee he summarised the business conducted at the Finance and Resources Committee meeting of relevance to the Chairs' Committee, including the following:

- the University's finances appeared to be on a positive trajectory;
- the University had entered into several key partnerships with organisations who would deliver University validated awards to students. The key partners were in the process of obtaining but yet to be awarded degree awarding powers of their own;
- some of the risks relating to the implementation of the new students records system had turned from amber to red since the last Finances and Resources Committee meeting but were, at least now, within sight. The Vice-Chancellor and Deputy Vice-Chancellor had delivered a full and reassuring account of the situation and how it would be mitigated; and
- there had been very good, active engagement of the issues by staff and Governors alike.

4. Minutes of the Meeting of the Chairs Committee held on 4 March 2021

The minutes of the meeting of the Chairs Committee held on 4 March 2021 were confirmed as an accurate record and would be signed following the meeting.

5. Matters Arising not Appearing elsewhere on the Agenda

The Chair said that he had nominated the Chair-Elect and the Chair of the Remuneration Committee to receive the results of the CUC's Vice-Chancellor Remuneration Survey. The Chair-Elect confirmed that she had reviewed the results.

The Clerk said there was little progress to report on the Articles Refresh project as the Charity Commission had still not provided its approval to the amended Objects clause. The Clerk said that the Commission was working through a backlog of enquiries and was not meeting its target response times. The Commission's approval would be needed prior to the June Governing Body meeting if the new Articles were to be approved to be effective from the date of that meeting.

The Clerk reported that the Larissa Lovelock matter was still pending the Charity Commission's decision following a request by a Chair for an update.

6. Strategic Discussion Item: HE National Policy, Covid-19 Response; Loan Agreement; Recruitment and Retention, Estate Master Plan, MOSI, Sustainability and the Environment

Higher Education (HE) National Policy

The Vice-Chancellor said that three Bills of interest to the sector had been noted in the Queen's speech; the *Higher Education (Freedom of Speech) Bill*, promoting free speech and academic freedom and strengthening the existing 'Section 43 duty' to require universities to 'actively promote' freedom of speech; the *Skills and Post-16 Education Bill* underpinning the establishment of the Lifelong Loan Entitlement (LLE), to give all adults access to the equivalent of four years' student loans for higher level study at colleges and universities; and a Professional Qualifications Bill replacing the interim arrangements following the UK's exit from the EU Mutual Recognition of Professional Qualifications Directive. Further updates would be provided to Governors in due course.

The Office for Students' new Chair had set out his priorities for office, highlighting the importance of high-quality courses and universities' central role in levelling-up access to higher education for students from all backgrounds. The OfS would increase efforts to tackle antisemitism and harassment on campus and reduce regulatory burden on universities that deliver good teaching and learning. The Vice-Chancellor said the University continued to focus a great deal of effort in encouraging schoolchildren in Years 11, 12 and 13 to enter Higher Education.

Covid-19 Response

The Vice-Chancellor said there was currently a spike in the Indian Variant Covid cases in Canterbury and surge testing had been recommended for residents of certain Canterbury postcodes. He said that the University was closely monitoring the situation and he was communicating with senior staff members on the topic on a daily basis.

Subject to any change to the expected Government Roadmap for lifting national restrictions, the Vice-Chancellor wished to concentrate his efforts on recreating the University community again to ensure the University campus remained a vibrant place to study and work as well as attend for sport and other extra-curricular activities. Re-building that sense of community, given the anxieties of some students and staff, would be a medium-term challenge. He had presented a virtual 'all staff' Question and Answer session on the Return to Campus together with the Director of HROD (both speaking from the Michael Berry Lecture Theatre in Old Sessions House) which had been attended by some 300 number of staff. A recording had been made available to those staff who were unable to attend.

Loan Agreement

The University's Finance team had created a risk register to monitor compliance with the new loan agreement.

Recruitment and Retention

Applications to study at the University remained strong for September 2021 Undergraduate entry. The numbers had been set out in the recent May 2021 e-Governor bulletin. The Recruitment and Admissions Task Force was meeting weekly. In terms of monitoring student retention, the Deputy Vice-Chancellor continued to chair the Student Retention Taskforce. New and improved accessible data, in particular in relation to interruptions, allowed the University to engage systematically with students at a much earlier stage.

Estate Master Plan

The Director of Estates and Facilities was continuing to work with the City Council planners and Historic England to resolve the concerns about the roof top plant on the Verena Holmes Building. The University had provided a great deal of information to Historic England already and would continue to work collaboratively.

There were several interested parties in the teaching buildings (Allen and Carey) at Broadstairs. The disposal of Northwood Court, Broadstairs was progressing well. Unfortunately, the recent positive interest in Hall Place, Harbledown seemed to have waned. Auction remained a possibility to dispose of that building.

An assessment undertaken by a contractor had raised several issues with the cladding on the student accommodation at Petros Court. The Clerk reported that legal advice had been sought. The full legal position was still under investigation and would be the subject of further evidence gathering. The Vice-Chancellor said that despite Kent Fire and Safety being content with the current mitigations in place, it was likely that some remedial works would be undertaken in the short-term. Two further separate independent investigations; one by a structural engineer and the other by a fire safety specialist would be undertaken as soon as practical. The output of these further investigations would be shared with the Governors in due course.

MOSI (new Student Records System)

A full update had been provided to the Finance and Resources Committee regarding the actions undertaken to mitigate several amber rated risks on the project risk register, which had turned red since March. The MOSI Project Board, chaired by the Deputy Vice-Chancellor and the University's SMT were putting every effort into going live with the new

system. It was anticipated that despite a severe lack of systems experts in the sector generally, increased efforts at this stage would minimise disruption to students and avoid a situation such as that experienced last year during the student registration period. The Chair-Elect requested regular update bulletins be provided to the Governing Body (including the Co-opted members) from now on.

Sustainability and the Environment

The Vice-Chancellor said that sustainability was an absolutely critical agenda for the University. The Pro Vice-Chancellor (Research and Enterprise) and the Director of Sustainability would make a strategic presentation to the Governing Body on 29 June to discuss the University's Climate Emergency Strategy with the board. These two senior officers would jointly lead the University's work in this area. The Chair-Elect and the Chair of the Audit Committee gave their full support to the elevation of this agenda item.

NOTED

Items for Approval

7. Membership of the Governing Body

The Clerk presented Paper N118 which set out the retirement dates of the current members of the Governing Body together with a recap of new members already approved by the Governing Body, and due to join the board in 2021 and 2022.

Forthcoming Vacancy for a Governor with Medical Expertise

The Clerk reminded Chairs that Meradin Peachey was due to stand down on 31 July 2022, leaving a gap in medical and health sector skills which was a high priority to replace. She reported that the Chair-Elect, Vice-Chancellor and herself had met with Dr Graeme Dewhurst, a member of the Senior Team at Health Education England and distinguished medic with strong local connections. Dr Dewhurst's CV had been included in the pack. The Chairs said that the appointment of Dr Graeme Dewhurst on 1 August 2022 following Ms Peachey's departure from the Governing Body would be timely. The Committee was delighted to recommend Dr Dewhurst's appointment to the Governing Body for its approval at the June meeting.

The Committee noted the full results of the Staff Governor election process that had taken place which were included in the board pack. She said that it was disappointing that the staff participation in the voting process was so low (just under one in three staff voted in each of the academic staff and professional services elections).

(Mr Philip Fletcher left the meeting)

Senior Independent Governor (SIG) Role

The Chairs discussed the three nominees for the SIG role. Their CVs and short summaries about how each nominee would fulfil the role were attached to the board pack. The Chairs agreed that all three were credible candidates who would make excellent SIGs. The Vice-Chancellor had spoken at length with all Governing Body members except those nominated. He had provided further details about the role and the scenarios where such a person would be required to fulfil their duties. All but one

of the Governors had expressed a preference in favour of the Chair of the Audit Committee undertaking the SIG role, given his considerable CEO level experience and portfolio career. Given this and the Chair of the Audit Committee's considerable skill set detailed in the excellent short summary he had prepared for Chairs' consideration, Chairs decided to recommend to the Governing Body for approval the Chair of the Audit Committee undertake the SIG role.

(Mr Philip Fletcher re-joined the meeting)

Committee Membership

The Chairs noted the forthcoming vacancies on committees, groups and Governor Champion roles due to Governors stepping down or changing roles. The Chairs agreed to recommend several new appointments to committees, groups and roles to the Governing Body for its approval at the June board meeting.

NOTED

RESOLVED to recommend to the Governing Body:

- Dr Graeme Dewhurst as member of the Governing Body with effect from the date of retirement from the Governing Body of Ms Meradin Peachey (due to be 31 July 2022); and
- subject to the Governing Body's approval of the proposed new Articles, the Student Governor be a member of the Remuneration Committee; and
- subject to her agreement, Ms Judith Harding to undertake the role of Health and Safety Governor Champion following the departure of Ms Meradin Peachey from the Governing Body.

RESOLVED to recommend to the Governing Body:

With effect from 1 August 2021:

- Mr Philip Fletcher as Senior Independent Governor for a period of four years;
- subject to her agreement, Ms Sue Appleby to Chair the Medco (CCCU) Limited board (Unitemps);
- Mr Staynton Brown to undertake the role of Equality, Diversity and Inclusion Governor Champion;
- subject to his agreement, the newly elected Staff Governor Mr Robin Higgins to be a member of the Health and Safety Group; and
- subject to his agreement, the newly elected Staff Governor Dr Kenneth Fox to be a member of the Equality, Diversity and Inclusion Committee.

Items for Noting and Discussion

8. Arrangements for Publication of Senior Staff Remuneration Statement

The Clerk presented Paper N119, setting out the Committee of University Chairs' requirements in relation to universities publishing a "readily available remuneration annual statement" set out in the CUC's Senior Staff Remuneration Code, 2018. The Clerk explained that the Chair of the Remuneration Committee had requested a discussion at the Committee following Advance HE's publication of its review into

sector compliance. The Chairs noted the CUC Chair's letter to all Governing Body Chairs about the outcome of the review and separately noted the University's gap analysis conducted previously. Chairs agreed that whilst the University did indeed publish all the required information and was compliant with the CUC requirements, they supported the University's publication of a summary of senior University staff remuneration in one place on a dedicated webpage. They agreed that the University should publish the statement using a similar style to that currently adopted by the University of Kent.

This, together with the addition of the Student Governor to the University's Remuneration Committee (Agenda item 7 refers) would heighten transparency in relation to the remuneration of the University's senior staff in a positive way.

RESOLVED that the University's Human Resources and Organisation Development Director would arrange for a summary of senior staff remuneration to be published on a dedicated webpage on the University's external facing website.

9. Governor Visits Programme: 2020/21 Programme Feedback and 2021/22 Governor Visits Schedule

Members of the Committee received Paper N120; a summary of the two Governor Visits which had been undertaken during 2020/21 together with the feedback received from Governors. Chairs noted the positive feedback received from Governors following the visits. The Committee members echoed comments made previously in relation to the invaluable role of the visits in providing Governors with opportunities to meet students and visibility on University life. The Chairs agreed that a positive by product of the pandemic had been to facilitate more Governors to attend the virtual visits of University departments than before. Subject to the technical aspects of the idea, the Chairs favoured a mixed media approach in future to maintain that benefit and the concept of more frequent Governor visits. The Committee approved the draft Governor Visits schedule for the next academic year as presented.

APPROVED

10. Governor Informal Reviews 2019/20 and 2020/21 Including Skills Review

The Clerk presented Paper N121; Governor Informal Reviews 2019/20 and 2020/21 including Skills Review. Members noted the outcome of the Informal Governor discussions that had taken place in 2019/2020 and noted the progress of the recommendations to date which were either completed or in hand. Members discussed the outcome of the informal discussions which had taken place in the current academic year and a summary of the recommendations which would be shared with the Governing Body on 29 June 2021.

The Committee noted that several Governors had reported confusion in relation to Governor skills audit which was part of the new Skills and Experience Framework. Several Governors had not understood that it was necessary to complete the paperwork and hence, only six Governors had completed it. Chairs requested that in order to reap the full benefit from the exercise, in future the skills audit be separated from the Governor Informal Review process.

NOTED

11. Governing Body Away Day

Chairs discussed the 'Away Day' 2021, which might more helpfully be referred to as the 'Governing Body Strategic Day', due to take place in September. The Chair-Elect said that subject to the presentation of the University's Climate Emergency Strategy item at the June Governing Body meeting, the Strategic Day might be an opportunity for the first draft of the strategy to be presented.

Several Chairs supported the idea of starting to take stock of where the University is currently in terms of its strategic direction and using the day to explore where the University should be heading in the short to medium-term. The Chairs agreed that the Governing Body Strategy Day presented an ideal opportunity to develop some preliminary plans about the University's Strategic Framework 2023 to 2030. The Vice-Chancellor said that he would discuss the plan for day further with his Senior Management Team and separately with the Chair-Elect.

NOTED

12. Any Other Business

Succession Planning

The Vice-Chancellor reported on succession plans in relation to the Senior Management Team. He was pleased to report that a new, highly experienced, Director of Digital Strategy and IT had been appointed to the University. Two senior members of the Senior Management Team; the University's Deputy Vice-Chancellor and Pro Vice-Chancellor (Medical Education Development) and Dean of the Faculty of Medicine, Health and Social Care would be retiring on 31 December 2021 and 30 September 2021 respectively. The University's arrangements to recruit replacements to these key roles were in hand. Interviews were due to take place in July for the PVC role and in September for the DVC role.

13. Date of next meeting

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

The Chair declared the meeting closed at 2.54pm.