

# CANTERBURY CHRIST CHURCH UNIVERSITY

## UNRESTRICTED MINUTES OF THE MEETING OF THE GOVERNING BODY HELD AT 4.00PM ON TUESDAY 23 NOVEMBER 2021 IN VH3.03 (VERENA HOLMES BOARD ROOM) AND VIA MICROSOFT TEAMS TELECONFERENCE

**Present:** Ms J Armitt (Chair), Ms N Ahmed\*, Ms S Appleby, Mr D Bichener, Mr S Brown\*, Mr S Carey\*, Professor G Dewhurst\*, Dr A Eyden, Mr P Fletcher\*, Ms J Harding, Mr R Higgins, Sir I Johnston (Deputy-Chair), Mrs P Jones, Mr C Stevens\*, Revd. R Stevenson, and Professor R Thirunamachandran

**In Attendance:**

Ms S Cockrill (Director of Digital Strategy and Information Technology)  
Ms S Foll (Head of Health and Safety) [Item 99 only]  
Professor H James (Deputy Vice-Chancellor)  
Mr D Leah (Director of Finance and Chief Financial Officer)\*  
Dr P Rands (Director of Sustainability) [Item 92 only]\*  
Ms A Sear (University Solicitor & Clerk to the Governing Body)  
Professor M Weed (Senior Pro Vice-Chancellor (Research and Enterprise))  
Ms E Currie (Governance and Legal Services Assistant)  
Mr N Theisen (Governance and Legal Services Assistant)

\*attended via Teams

**78. Opening Prayer**

The opening prayer was delivered by Mrs P Jones.

**79. Apologies for Absence**

Apologies for absence had been received from Dr K Fox and the Rt Revd Bishop R Hudson-Wilkin.

**80. Declarations of Interest**

Professor G Dewhurst, Mr P Fletcher and Mrs P Jones declared an interest in Agenda Item 17 Membership of the Governing Body.

**81. Chair's Communications**

The Chair welcomed Ms S Cockrill (Director of Digital Strategy and Information Technology) to the meeting as the SMT representative. The Chair informed the Governing Body that the Head of Health and Safety would be present for the Health and Safety item.

The Chair acknowledged the length of the agenda and said that she would welcome any suggestions on how to better manage the workload of the November meeting.

The Chair said that the Governing Body would attend a dinner that evening in St Martin's Priory, to formally thank the previous Chair of the Governing Body Mr Frank Martin, and retired Governors, Ms M Peachey and co-opted member of the Audit Committee Governor Mr J Hills, for their service.

**82. Minutes of the Meetings of the Governing Body held on 21 September 2021**

The minutes of the meeting of the Governing Body held on 21 September 2021 were agreed and signed as a true record.

**83. Matters arising not appearing elsewhere on the agenda**

There were no matters arising.

**84. Report of the Vice-Chancellor [Paper O049]**

The Vice-Chancellor was invited to present his report, Paper O049, to the Governing Body. The Vice-Chancellor commended the work of staff in delivering three days of graduations, in which 2,500 graduands were able to attend ceremonies in Canterbury Cathedral.

The Vice-Chancellor said that student recruitment throughout the summer and into the autumn had been challenging. An external consultant, who was a retired Deputy Vice-Chancellor, had been engaged to undertake a review of the University's processes and systems and had provided advice upon which the University had begun to act. The University had revamped its Open Days, the second of which had taken place on Saturday 20 November 2021. More than 250 members of staff were present and resulted in 1,000 registrations of interest from potential applicants and an estimated turnout of 3,500 individuals.

The Vice-Chancellor noted the interest which surrounded the new Verena Holmes building and the positive attention it received from potential students during the day. Staff from the Faculties of Science, Engineering, & Social Sciences, and Medicine, Health and Social Care had been on site at departmental stands in the Verena Holmes Building and were very effective in engaging attendees. An additional third Open Day was scheduled for the new year to attract additional applicants before the UCAS deadline. He said that every effort would be made to reverse the decline in recruitment. Positively, recruitment to the University's collaborative partners remained strong.

The Vice-Chancellor addressed the Modernising Our Student Information (MOSI) project and the substantial refresh of the governance and management arrangements, including a new Scrutiny Board which he will be chairing. He reported that the focus of MOSI had shifted from system functionality to align more with the student journey. There remained a great deal to do, with minor releases scheduled throughout the year instead of one major release in the summer. All releases were scheduled to be in test mode throughout April, May and June 2022. He thanked independent Governor Ms J Harding for sharing her time and expertise in this matter.

The Governor member of the MOSI Scrutiny Board noted the revised structure and approach and affirmed the project was headed in the correct direction. Success would be measured over time. The Vice-Chancellor confirmed several internal 'roadshows' to engage staff and to gain their understanding and support in the lead up to implementation.

The Vice-Chancellor acknowledged the disappointing results of the National Student Survey (NSS) and other league table placements and the efforts undertaken to address these issues. A summit meeting was scheduled for 10 December for the Senior Leadership Group to look at all aspects of the student journey prior to the NSS Survey 2022. The goal was to increase the University's score by at least 10% to a minimum of the national average. The University would work closely with the Students' Union to achieve this goal.

A Governor asked if the NSS scores were influenced by the reputation of the faculty or programme, and was negatively impacted by 'group think'. The Deputy Vice-Chancellor confirmed that this was possible, and that the University's students did not always have the same concept of 'legacy' that students at other more established institutions had. The goal was to discern from the December summit meeting what the University could do to improve the student experience particularly in relation to the larger programmes.

#### **NOTED**

#### **85. Termly Report of the Students' Union including Impact Report, Trustees Report, and SU Financial Statements 2020/21 [Paper O050]**

The Chair congratulated the Student Governor on his recent graduation. The Student Governor said that it had been an extremely positive experience to be able to graduate in the cathedral, alongside his peers.

The Student Governor provided an update on the creation of new societies, increased student engagement, fundraising and Medway events. He confirmed there had been a concerning rise in mental health issues in the student body and the SU was working closely with the Director of Student Experience and the Head of Student Support, Health and Wellbeing to engage and support students in this regard.

The Chair remarked on the concerns identified in the SU report surrounding blended learning. The Student Governor confirmed that there were differing views amongst students who were variously satisfied or dissatisfied with the quantity of face-to-face learning they were experiencing, which varied from course to course. The Vice-Chancellor agreed that there were conversations to be had to clarify expectations about levels of face-to-face teaching. On average 80% on campus face-to-face was expected, and 90-95% face-to-face was expected for certain practical programmes. The Vice-Chancellor acknowledged that there were several courses where colleagues had made local decisions to reduce a level of face-to-face teaching which may be too low. It would be necessary to make the expectations clear for both staff and students. The Vice-Chancellor stressed that even prior to the pandemic there were certain large lectures that were delivered online as they were more accessible in that format. Students could use 'recap' to view these at a convenient time. The Student Governor confirmed that since conferring with the Vice-Chancellor adjustments had been made and there had been less dissatisfaction. A Governor said that the Governor visit

to Learning and Teaching Enhancement had given an interesting insight into the complexities of the blended learning arrangements.

## NOTED

### 86. **8A: Report on the University's Financial Position for the year ended 31 July 2021 and the Consolidated Financial Statements for the University, including letter of representation [Paper O051]**

The Director of Finance and Chief Financial Officer (CFO) said there had been opportunity for scrutiny of the statements at the Finance and Resources Committee and the Audit Committee meetings that had taken place earlier that month. A Schedule of Changes, made since those meetings, was presented at Annex 3 for transparency. All outstanding matters raised by the External Auditor, Mazars, had been resolved and satisfied. The CFO confirmed the External Auditor's comfort with the accounts being signed subject to Governing Body approval. Mazars would not make further changes to their ISA 260 report.

The CFO highlighted the University's performance in relation to the covenants agreed with the lenders. The minimum EBITDA had outperformed the covenant at £7.3m actual compared with £5.5 million agreed. The maximum net debt was held well below the covenant at £37.4m actual compared with £60.5 million agreed. Forecasting through to the end of 2023 to support the Going Concern statement had been undertaken and shared with the External Auditor. This showed the University fully compliant with its covenant obligations including under the University's worst-case scenario student number projections.

The CFO said that the management accounts showed a £3.352m deficit including a proposed £1.5m one-off payment to staff, further to the terms of the Temporary Collective Agreement, which had been discussed at length at the Finance and Resources Committee meeting. It also included the adjustments required by the Financial Reporting Standard (FRS) 102 in relation to the deficits from Local Government Pensions Schemes (LGPS) and Universities Superannuation Scheme (USS) liabilities totalling £1.075m and LGPS excess charges of £6.775m.

The CFO commented on the significant increase in capital grants released in year which reflected the recognition as income of grants received over the previous three years towards the establishment of the Verena Holmes Building and its equipment. This explained why the financial statements showed a £3.3m operating deficit, whereas management accounts showed an £8.8m surplus. It was stressed that this accounting treatment was required by the relevant financial reporting standards and inclusion of this in any assessment of year-on-year operating performance would be misleading. The Chair commented that in the circumstances, the £3.3m deficit was a great result.

The CFO presented the two proposals for the staff recognition payment as discussed with the Joint Negotiating & Consultative Committee (JNCC), UCU and UNITE trade unions.

The Vice-Chancellor summarised the position which had explicitly agreed when the Temporary Collective Agreement with staff had been agreed, that should the University perform better than forecast there would be a consideration to return the

difference back to staff. Numerous working arrangements were undertaken by staff in various situations across the University and it would not be possible to account for all individual circumstances. The SMT considered that the payment was in recognition of all sacrifices made by staff.

UNITE supported a proposal recommended by SMT whereby there was an even distribution for all staff who were continuously employed between 31 July 2021 and 30 November 2021, pro-rata according to FTE. The UCU perspective was the majority of the loss of income was sustained by those earning over £30k per annum and thus requested that those staff receive a two-thirds share of the £1.5 million payment. It was calculated that this would have resulted in an approximate payment of £1,200 to those earning over £30k and approximately £545 to lower paid staff. The approach supported by SMT and presented to the Governing Body was for an even £1,000 be distributed to all members of staff who were continuously employed between 31 July 2021 and 30 November 2021, pro-rata according to FTE.

The Chair reported that one member of the Governing Body had spoken in support of the UCU proposal. The Chair supported the UNITE and SMT proposal and there were no other dissenting views. The Chair acknowledged the sacrifice of the SMT, who had also accepted a 20% reduction in salary in the same period without a reduction in working days. The Governing Body agreed that SMT would also receive the staff recognition payment.

#### **RESOLVED**

**That the consolidated Financial Statements for year-ended 31 July 2021 be approved.**

**That the unconsolidated staff recognition payment of £1.5m be approved, for equal distribution amongst all staff continuously employed from 31 July 2021 to 30 November 2021, pro-rata according to FTE.**

#### **8B: Medco (CCCU) Limited Financial Statements for the year ended 31 July 2021, including letter of representation [Paper O052]**

The CFO reported the Medco (CCCU) Ltd financial statements were fully consolidated into the University's group accounts, had been reviewed by the External Auditor, Mazars and approved by the Medco Board at its meeting of 3 November 2021.

#### **NOTED**

#### **87. Management Letter from the University's External Auditors for the Consolidated Financial Statements for the University and Medco (CCCU) Ltd [Paper O053]**

The CFO stated there had been further work to finalise the Going Concern statement which had concluded and Mazars had confirmed it would require no further amendments. Two internal control recommendations were made by the Auditor: one regarded a credit balance held by the Student Loans Company (SLC) which would require SLC engagement to resolve. The other recommendation flagged that there was work to be done in terms of reviewing the University's business continuity arrangements. The CFO confirmed an internal audit review of business continuity was scheduled for 2022.

A Governor asked why the University was comfortable with a £114k unadjusted misstatement. The CFO stated that the sum was below the agreed level of materiality and was therefore not significant from an audit perspective. The net asset position did not require its adjustment as it cancelled itself out when considered in conjunction with net assets and net liabilities.

#### **APPROVED**

PF left the meeting. (Paper O054 taken later to accommodate)

NA left the meeting.

#### **88. Prevent Annual Monitoring Statement 2020/21 [Paper O055]**

The University Solicitor and Clerk to the Governing Body (the Clerk) presented the annual assurance statement which demonstrated that the University was compliant with its Prevent duties in 2020/21. The OfS had written to confirm an intended reduction in regulatory burden and it was pleasing that the reporting of statistics in this regard was a less burdensome activity this year. The Clerk highlighted the relatively high numbers of staff training due to the ability to train remotely throughout the pandemic.

The Clerk stated that Prevent activity was managed through meetings of the Prevent Monitoring Group which she chaired. An action plan was kept live throughout the year based upon a risk assessment for the local area. The only specific local risk remained from far-right activity. The Clerk confirmed a member of the Prevent team was a member of the Kent and Medway Prevent Duty Delivery Board who liaised with stakeholders such as the Police, KCC and other institutions and universities.

The Clerk reported that SMT had received training from KCC's Prevent lead. It was intended that the lead would be engaged further in training front-line staff, including security staff, as well as to raise awareness amongst students.

The Chair acknowledged that there was no room for complacency in relation to the University's Prevent duties considering recent events at a hospital in Liverpool and the raised UK terrorism threat level.

A Governor asked about the level of staff training around Prevent and safeguarding referenced on page 252 of the pack. The Clerk confirmed there had been a revamp of the safeguarding training requirement and that overall training of staff was high.

#### **APPROVED**

NA entered the meeting.

#### **89. Annual Quality Assessment including the Annual Report on the Maintenance of Academic Standards and the Management and Enhancement of the Quality of the Student Learning Experience 2020/21 [Paper O056]**

The Governing Body received the paper on the Annual Quality Assessment including the Annual Report on the Maintenance of Academic Standards and the Management and Enhancement of the Quality of the Student Learning Experience 2020/21. The Deputy Vice-Chancellor informed the Governing Body that the paper was a report on

the ongoing compliance by the University of the standard conditions set out by the OfS for quality and standards. She said that in terms of oversight, the Governing Body received reports from Academic Board meetings which consisted of various committees actively engaged with student courses, student experience and quality and standards. Relevant information was also reported to the Governing Body via the Vice-Chancellor's report that was a standing item.

The Deputy Vice-Chancellor reported that the SMT had an infrastructure in place to look at quality and standards and how it interfaced with management; the Academic Strategy Committee pulled together the interface between academic and management decisions.

The Deputy Vice-Chancellor addressed the simplification of the student registration structure through the removal of option modules for new students. This created a fixed curriculum in the first semester which produced a fixed timetable available to students in July, prior to the start of the academic year, allowing for students to plan their lives. The uncertainty around early enrolment was negated and allowed for students to access Blackboard learning material at an earlier stage.

The Deputy Vice-Chancellor promoted the ownership at a local level around standards, quality and student experience and the process of feedback from student representatives at regular intervals. Rather than an annual data dump this allowed for faculties and managers to have real-time conversations with student representatives and enabled more timely interventions if necessary.

The dashboard developed over the last twelve months had already had a positive impact. It allowed staff to see how students were engaging and provided early indication as to where students might have disengaged. The dashboard traced student engagement with virtual learning, with the library, both physically and online, and engagement with IT infrastructure. This allowed staff to more promptly intervene and provide support to students in need.

A Governor asked whether the University knew where the strengths and weaknesses in student engagement existed. The Academic Board Staff Governor responded that there were varying inconsistencies within varying courses and a deep dive had been planned for 10 December to investigate further. Heads of Schools were required to provide the necessary insight into what strengths and weaknesses existed in each area. She described the use of the dashboard by staff to engage students with less than 25% engagement whereby they were contacted, sign-posted to tutors, and ultimately brought back into their studies. She stressed that this information was not used punitively. The dashboard had been utilised by all disciplines across the University.

**RESOLVED:**

**That the report be approved for submission to the OfS.**

PF entered the meeting.

**90. Annual Internal Audit Report – year ended 31 July 2021 [Paper O054]**

The Governing Body received the Annual Internal Audit Report – year ended 31 July 2021. The Chair of the Audit Committee commended the effort of KPMG, the Internal Auditor, who had undertaken probing reviews of areas of concern.

**RESOLVED:**

**That the report be approved for submission to the OfS.**

**91. Annual Compliance Statement on Research & Enterprise Integrity 2020/21 [Paper O057]**

The Governing Body received the Annual Compliance Statement on Research & Enterprise Integrity 2020/21. The Senior Pro Vice-Chancellor stated that the annual compliance statement was a condition of the University's block funding grant from Research England (RE) and was confirmation of compliance with the concordat to support research integrity. He noted that current funding from RE was at its highest level to date, meaning that the incentive to get things right was even greater than usual. He stated that the compliance agreement had grown in recent years partially due to the additional concordat to Support the Career Development of Researchers.

The Senior Pro Vice-Chancellor highlighted three areas of note:

- the report provided to the board in June had centred around work in relation to Research Excellence Framework (REF). The Governors would recall that four of the University's larger research projects had an extensive impact on nearly six million individuals or one-tenth of the UK population. The University positioned itself in the upper part of the sector for the number of staff submitted to the REF. The overall success of REF would be determined in May 2022 when a quality rating and funding values were released;
- the Knowledge Exchange Framework (KEF) was first run in 2021. The University was placed in the top 30% of the sector for working with the public and community and in the top 10% for research partnerships. He stressed the need for improvement in converting business engagement into actual contractual exchanges with local businesses resulting in revenue; and
- Research & Enterprise income experienced a growth year on year and despite the pandemic, research and grants contracts were at their highest levels. The levels of knowledge exchange decreased but that could be attributed to loss of opportunities due to the pandemic. Success can be attributed to the University's strong bidding success rate (circa 1/3 bids successful) as well as a doubling of bids from the previous year.

The Senior Pro Vice-Chancellor confirmed that there were no cases of research misconduct in 2020/21.

A Governor asked about the inability to convert local businesses into contractual exchanges. The Senior Pro Vice-Chancellor said the strong relationship with local businesses and the strength of the Verena Holmes building and the Edge Hub were yet to be realised. The building had been opened several months ago but it would take time to develop based upon the strengths of the infrastructure. The building had provided an opportunity to develop business relationships into commercial revenue.



A Governor questioned the one in three bid success rate and what costs were attributable to a failed bid. The Senior Pro Vice-Chancellor said that the costs varied based upon the nature of the bid. The University had increased the value of its bids which had resulted in more expenses but also a greater return. He stated within the sector a one in four bid success rate was considered good and the University's success rate was considered very good. He stressed the quality control that accompanied a bid to test: whether it had a chance of success; if the partners were appropriate; and, whether the timing was right. He noted that prior to the introduction of said controls the University bid success rate was 20%. He reassured the Governing Body that failed bids were re-evaluated, adjusted, and were often successful bids at a later stage.

**RESOLVED:**

**That the report be approved for submission to the OfS.**

SB left the meeting

**92. Our Response to the Climate Emergency [Paper O058]**

The Governing Body received the paper Our Response to the Climate Emergency. The Governing Body welcomed the Director of Sustainability to the meeting for the duration of the item. The Senior Pro Vice-Chancellor introduced the paper. He said the action was based upon the University's responsibilities as a values-led Church of England foundation and the potential as an educator, knowledge broker and anchor institution.

He reported that the University committed in word by signing the Global Climate Letter and in deed by reducing direct emissions by more than a half over the last decade whilst other universities had struggled to reduce by a third. The University was ranked 13<sup>th</sup> for low direct carbon emissions out of the UK's 102 large, multi-subject universities.

The focus of the University's energies had shifted significantly beyond direct emissions to where it would have the greatest impact, namely:

- focus on University education, research and advocacy; and
- addressing and influencing carbon emissions in the University value chain through commuting and procurement.

The Senior Pro Vice-Chancellor stressed that this was not a move away from efforts to curb direct emissions. The University remained focused on leading by example. He confirmed it was an ambitious undertaking which required clear, informed, evidence-based approaches and was necessary to maximise efforts to combat the climate emergency.

He emphasised three actions that were required:

- to thoroughly evaluate carbon production in value chain and to set targets challenging the University, its community, its stakeholders and suppliers;
- to continue to achieve a reduction of direct emissions through understanding the direct impacts of new facilities in the master plan as well as understanding fundamental changes within the national infrastructure; and

- to develop climate advocates of the future through curriculum and influencing future graduates and their future employment.

The Senior Pro Vice-Chancellor acknowledged it would take time and he had allocated the following 24 months to set baseline targets for the three areas of action. These targets were phased with some delivery milestones in the following seven months whilst others required the full two years. Business Travel actions were set to begin taking effect within eight months after which their effect would form the new baseline policy going forward for future reductions.

He reiterated the University's desire to maximise carbon emissions reduction and achieve net-zero by 2050 at the latest, exceeding net-zero prior to 2050.

The Deputy Vice-Chancellor stated the need for policy to be fed into the curriculum, particularly at levels five and six, but also for Foundation Year students who were entering into studies with experience. She noted the University's historic reduction in direct emissions and proposed, aggressive targets in combating climate as a unique selling point that could help to define the legacy of the University going forward.

A staff Governor confirmed that areas such as procurement were endeavours which were easier to influence. He stressed there was still a critical mass of stakeholders within the institution that were not onboard with the University's approach, for example, those who were resistant to reductions required in commuting. He stated that there was a reliance on resources that would need to be allocated to encourage this shift.

The Senior Pro Vice-Chancellor confirmed that there had been a large allocation of financial resource towards the decarbonisation of buildings. Future investment and the distribution of resources across the University would be discussed within the context of the strategic framework.

The Chair expressed a desire to see developed plans on resources required to deliver the response to the climate emergency and next steps. It was agreed that this would be presented to a subsequent Governing Body meeting.

**RESOLVED:**

**To approve the University's approach to the climate emergency.**

SB entered the meeting

**93. Annual Report of the Audit Committee 2020/21 [Paper O059]**

The Governing Body received the Annual Report of the Audit Committee 2020/21. The Chair of the Audit Committee confirmed that the Audit Committee had approved the Annual Report and sought the Governing Body's approval. The internal and external auditors along with the Finance team and Governance and Legal Services provided extensive reports prior to each meeting of the committee ensuring that there was a consistent consideration of the University's risk management, control and governance, sustainability, economy, efficiency and effectiveness and oversight of the quality of data submitted to regulatory bodies.

The Chair of the Audit Committee acknowledged a perennial concern for both the University and the OfS around student data quality. As part of the suite of Internal Audit reviews, the Committee had also considered procurement issues concerning regular recurring contracts and the need for retendering, and operational risk management which was regularly considered and revised by Governance and Legal Services.

**RESOLVED:**

**That the Annual Report of the Audit Committee be approved.**

**94. Estate Master Plan Update: Disposal of Broadstairs Campus and Hall Place, Harbledown [ Paper O060]**

The Governing Body received Estate Master Plan Update: Disposal of Broadstairs Campus and Hall Place, Harbledown. The Clerk presented an update on the disposal and requested the Governors consider the proposed sales of the properties to alternative entities to those previously approved by the board. The Clerk informed the Governing Body that as a charity it was required to consider all relevant information that had been provided including the agreed sales prices. Additionally, Governors were requested to consider whether the offers were in the best interest of the charity. The Governors signalled unanimous approval and the Clerk requested approval of the resolution to allow for sale of the buildings and authority for the 'Authorised Individuals' having delegated authority in this regard to seek alternative buyers if necessary.

A separate minute was taken in respect of some of the commercially confidential elements of this discussion, and is recorded in the Restricted Minutes.

**APPROVED**

**95. Membership of the Governing Body [Paper O061]**

The Governing Body received the paper Membership of the Governing Body. The Clerk spoke to the paper.

Mr P Fletcher and Ms P Jones declared an interest and removed themselves from the meeting for the discussion concerning their re-appointment.

PF and PJ left the meeting

The Governing Body considered the appointments of Mr P Fletcher and Mrs P Jones for a further four-year term of office, to expire 31 December 2025 and 10 January 2026 respectively. The Chair remarked that both had made significant contributions to the Governing Body and she fully supported their reappointment. The Governing Body signalled that it was in agreement.

PF and PJ entered the meeting

The Governing Body considered and approved the role description for the new role of Governor Safeguarding Champion and the appointment of Professor Graeme Dewhurst as the Governor Safeguarding Champion until 31 July 2025.

The Governing Body considered the appointment of the Co-opted member of the Remuneration Committee, Lord Alastair Colgrain, for a second four-year term of office, to expire on 31 July 2026. The Chair of the Remuneration Committee said that Lord Colgrain brought a wealth of outside experience to the role and he supported the re-appointment. A Staff Governor commented that it was positive that Lord Colgrain held a pre-meet with staff governors prior to the Remuneration Committee meeting to assess their views.

The Clerk noted the appointment of the Student Governor as a member of the Remuneration Committee, which had been enabled by the revision of the University's Articles of Association. The Student Governor said that membership of this Committee this was a long-standing request of the Students' Union, and thanked the Governing Body for enabling this.

**RESOLVED:**

**That Mr P Fletcher be reappointed for a second four-year term of office, to expire on 31 December 2025.**

**That Ms P Jones be reappointed for a second four-year term of office, to expire on 10 January 2026.**

**That Professor G Dewhurst be appointed the Governor Safeguarding Champion, to expire on 31 July 2025.**

**That Lord A Colgrain be reappointed as the co-opted member of the Remuneration Committee, for a second four-year term of office, to expire on 31 July 2026.**

**96. Articles of Association: Schedule of Delegation [Paper O062]**

The Governing Body received the paper Articles of Association: Schedule of Delegation. The Clerk said the Schedule of Delegation was a reference document to clarify the powers and responsibilities delegated by the Board to the Chair, to the Vice-Chancellor and to the various Committees of the Governing Body. It enabled timely and efficient decision making and had been updated to reflect the revised Articles of Association to ensure the Governing Body could fulfil its legal and constitutional responsibilities. It would be updated annually under the oversight of the Chairs Committee. The Clerk and the Chair conveyed their thanks to the Governance and Legal Services Manager for the comprehensive piece of work.

**RESOLVED:**

**That the Schedule of delegation be approved.**

**97. Modern Slavery Act Statement [Paper O063]**

The Governing Body received the Modern Slavery Act Statement 2020/21. The CFO confirmed the statement was gradually evolving and was a significant issue for the University and for society. The CFO proposed future engagement with the Students' Union to discuss the matter and provide safeguarding around the risk of student exploitation.

A Governor commented on the need for SMT and the Governing Body to make a very strongly worded statement that would clearly establish the University's position and could be used practically throughout the supply chain.

The Chair agreed that this was an area with no grounds for complacency.

**RESOLVED:**

**That the Modern Slavery Act Statement 2020/21 be approved for publication.**

**98. Finance and Student Enrolment Report 2021/22**

**98A. Financial Results to 31 October 2021 and Full Year Forecast [Paper O064]**

The Governing Body received the Finance and Student Enrolment Report 2021/22. The CFO stated that the results presented were updates to the first quarter results which are not usually brought before the Governing Body but due to a marked change it was justified. The CFO reminded the board that multiple scenarios were considered when the budget was set in June, but a prudent scenario was chosen including only those partnerships in respect of which the Memorandum of Agreement had been signed. Revenue from partnerships was stated as material year on year but additional activity from cohorts starting after the November period were estimated at around £26 million.

The high-level forecast income was stated as £176 million and would be further validated over the coming months. This amount will inform the 2021/22 baseline upon which future years' financial forecasts will be projected. These forecasts will be submitted to the Extraordinary Governing Body in January 2022, for approval and submission to the OfS.

The CFO identified that there were staff cost savings within the forecast. These had been managed by SMT as they worked through the implications of student numbers to ensure resources were available in areas of student growth. Additionally staff cost savings would likely be required through voluntary severance arrangements where certain subject areas appear unviable over the medium term. Further staff cost savings are being realised through high-level staff turnover and difficulty recruiting to certain key roles. Whilst this is consistent with many other sectors of the economy, this is having an adverse impact upon service delivery and requiring particular interventions to attract and retain key staff.

The CFO advised that non staff costs are being controlled within budget allocations. The two areas of exception relate to agency staff and payment to partners for delivery of collaborative programmes. In respect of agency staff costs, this reflected a need to fill key roles which have arisen through unwelcome levels of high staff turnover and/or recruitment difficulties. Payments to collaborative partners reflect the attribution of 75% of the income in accordance with contractual arrangements and show an increase of £19.5 million, commensurate with the higher than forecast levels of income through collaborative provision

The high-level forecast is for a surplus of £5.5 million which retains provisions that may be required due to the risk of a fourth wave of the pandemic. The University had retained contingencies of approximately £6 million within the forecast and held a non staff costs unallocated sum of £2.5million in acknowledgement of the fast-moving nature of the pandemic and the need for resources that may be required to respond to opportunities or unforeseen scenarios. The CFO asked that the forecast be noted and restated that work would take place over the coming weeks and into January to develop the forecast student numbers for the next three years. Once the

mid-year financial results and forecasts have been finalised, a revised budget will be presented as part of the mid-year review.

**NOTED**

**98B. Student Enrolment Report 2021/22 [Paper O065]**

The Governing Body received the Student Enrolment Report 2021/22. The CFO stated that the University's aim since 2015, for deep-rooted sustained partnerships, had changed the system of delivery but was rooted in the pre-determined strategy.

The Chair acknowledged the timeliness of the University's collaborative partnerships, which had proved to be vital in offsetting under recruitment in other areas.

**NOTED**

**99. Health and Safety Annual Report 2020/21 [Paper O067]**

The Governing Body received the Health and Safety Annual Report 2020/21. The Vice-Chancellor commented that the management of Health and Safety during the pandemic had been an incredible task, given the constantly changing guidance. He extended his sincere thanks to the Head of Health and Safety and the Health and Safety team.

The Head of Health and Safety stated that there were various Health and Safety achievements beyond the Covid response, such as successfully moving into the Verena Holmes building and the increase in compliance with mandatory H&S training. She also highlighted the inclusion of H&S in the first annual staff awards and said it was important to position staff H&S compliance as a positive achievement.

The Head of Health and Safety identified four risks requiring management and mitigation:

- Training – permanent staff received H&S training but there was a need to roll out to sessional staff;
- Gaps in legal compliance – a four-year plan was introduced to address a new risk relating to optical radiation;
- Gaps in statutory fire safety – the compartmentation survey completed despite setbacks due to the pandemic had been identified and remedial works had been planned over the next three to five years to address the gaps in order of priority.
- Building beyond training – a higher level of H&S training was required at Faculty and Directorate level to achieve the delivery of a four-year H&S plan across the University.

The Health and Safety Policy Statement was approved.

**RESOLVED:**

**That the H&S Policy Statement be approved.  
That the H&S Annual Report be noted.**

NA and SB left the meeting

**100. Higher Education (Freedom of Speech) Bill [Paper O066]**

The Governing Body received the paper on Higher Education (Freedom of Speech) Bill. The Clerk acknowledged the proposal for a duty on Student Unions to secure freedom of speech and maintain a code of practice for events and activities was a new development. The Clerk described the new duties introduced which included a statutory tort enabling civil proceedings against a University for breaching its duties in relation to freedom of speech. A new board level OfS Director for Freedom of Speech and Academic Freedom and an OfS complaints scheme had been established to enforce the new freedom of speech and academic freedom regime. This was intended to support staff, students or speakers affected by a University's restrictions on freedom of speech. It was expected that a new OfS Condition of Registration covering Freedom of Speech would be imposed in due course.

**NOTED**

**101. Office for Students Compliance Update [Paper O068]**

The Clerk presented the paper providing the Governing Body with:

- assurances that the University remained compliant with the OfS Conditions of Registration; and
- notification of the forthcoming changes to the OfS Reportable Events regime.

**NOTED**

**102. Students' Union Compliance Report (Section 22 of the Education Act 1994) [Paper O069]**

This item was taken as read.

**NOTED**

**103. High Level Risk Register Summary [Paper O070]**

This item was taken as read.

**NOTED**

**104. Governing Body Strategy Day 2021 and next steps for the development of the Strategic Framework: Outcomes and Feedback including timing of new Strategic Framework 2023 – 2030 [Paper O072]**

This item was taken as read.

**NOTED**

**105. Summary Minutes of the Meeting of the Academic Board held on 4 October 2021 [Paper O072]**

This item was taken as read.

**NOTED**

**106. Any Other Unreserved Business**

The Chair said that the Deputy Vice-Chancellor would retire at the end of the year and thanked her for her great service to the University. She said that she was particularly proud that a female engineer had been involved in bringing a new Engineering School to the University.

The Chair thanked the Governance and Legal Services Assistant for her support to the Governing Body and wished her well on her temporary departure due to her Maternity Leave. The Chair welcomed her maternity cover.

The Clerk informed the Governing Body that there would be a change to the University's Registered Address from Rochester House to Anselm Building, on the University's North Holmes Road main campus, effective from 10 December 2021.

Members of the SMT who were in attendance by invitation were asked to exit the meeting for discussion of Reserved Business.

**107. Items to be kept confidential**

The Clerk said that the commercially sensitive elements of the discussion on the disposals of the Broadstairs Campus and Hall Place should be kept confidential from the published minutes.

**The meeting closed at 6.11pm.**