



## CANTERBURY CHRIST CHURCH UNIVERSITY

### MINUTES OF THE MEETING OF THE GOVERNING BODY HELD AT 4.00PM ON TUESDAY 24 NOVEMBER 2020 VIA MICROSOFT TEAMS TELECONFERENCE

**Present:** Mr F Martin (Chair), Ms J Armitt (Deputy Chair), Sir I Johnston (Deputy Chair), Ms S Appleby, M S Brown, Dr A Eyden, Mr J Faber, Mr P Fletcher, Ms J Harding, Ms P Jones, Ms C Nolan, Ms M Peachey, Revd. R Stevenson, Professor R Thirunamachandran (Vice-Chancellor) and Ms B Thomson

**In Attendance:** Mr P Ferguson (Governance and Legal Services Manager) [Minute 75]  
Ms S Foll (Head of Health and Safety) [Minute 88]  
Professor H James (Deputy Vice-Chancellor)  
Mr D Leah (Director of Finance & Chief Financial Officer)  
Ms A Sear (University Solicitor & Clerk to the Governing Body)  
Dr L Turner (Pro Vice-Chancellor and Dean of the Faculty of Arts, Humanities and Education)  
Professor M Weed (Pro Vice-Chancellor [Research & Enterprise])  
Ms E Currie (Governance & Legal Services Assistant)

**65. Opening Prayer**

An opening prayer was said by Ms Judith Armitt.

**66. Apologies for Absence [Item 1]**

Apologies for absence had been received from Ms Nadra Ahmed and Bishop Rose Hudson-Wilkin.

**67. Declarations of Interest [Item 2]**

Ms Judith Armitt declared an interest in Item 8 (Membership of the Governing Body) and left the meeting. No other declarations were made by members of the Governing Body.

**68. Membership of the Governing Body [Item 8] [Taken first]**

The Governing Body received Paper N54, Membership of the Governing Body: Appointment of the Chair of the Governing Body and Pro-Chancellor. The Clerk to

the Governing Body said that the current Chair, Mr Frank Martin's term of office would end on 31 July 2021. The new Chair would be appointed from 1 August 2021 for a four-year term.

The Clerk said that on 1 October she had contacted all members of the Governing Body to ask for nominations, or self-nominations, to the role. One nomination, for Ms Judith Armitt, has been received from Mr P Fletcher (Chair of the Audit Committee).

The Vice-Chancellor had met with many Governors during the nomination period to discuss the matter on a confidential basis. He reported that there had been strong global support for Ms Armitt. Two other names had been mentioned during these conversations, but both had declined to pursue the nomination. Positively though, several Governors had indicated a willingness to serve on the board in a fuller capacity than at present.

The Clerk reported that Ms Armitt had confirmed her interest and provided an expression of interest letter and a resumé for consideration by the Chairs Committee, acting as the Nominations Committee.

The Governing Body strongly agreed that Ms Armitt possessed the senior level experience and skill set required to lead the Governing Body and support the University through the current challenging period and beyond.

#### **RESOLVED**

To approve the appointment of Ms Judith Armitt as Chair of the Governing Body and Pro Chancellor from 1 August 2021, for a term of four years.

Ms Armitt re-entered the meeting and the Chair thanked her sincerely for agreeing to take on the responsibility and offered congratulations on becoming the Chair-elect.

#### **69. Chair's Communications [Item 3]**

The Chair noted the virtual visits of the Students' Union and Student Support, Health and Wellbeing that had taken place prior to the meeting and had been well attended by the Governing Body. The Chair acknowledged the serious issues regarding registration problems raised by the Students' Union that would need to be addressed, and the pressured situation under which Student Support, Health and Wellbeing were operating. This would be addressed in full at the appropriate time. The Vice-Chancellor undertook to follow up on ongoing timetable and registration issues outside of the meeting.

The Chair said that the University's record on the management of a Covid-19 secure campus was exemplary, which was a source of pride. This was in part reflected in the low level of cases. He thanked all staff who had worked tirelessly to achieve this and the students for their collective co-operation.

The Chair thanked the Senior Management Team members and the pro-bono financial advisor for their work in negotiations with the banks, which would be addressed at Item 12.

## NOTED

### 70. **Minutes of the Meeting of the Governing Body held on 22 September 2020 and Action Log [Item 4]**

The minutes of the meeting of the Governing Body, held on 22 September 2020, were agreed and signed as a true record.

### 71. **Matters arising not appearing elsewhere on the agenda [Item 5]**

There were no matters arising not appearing elsewhere on the agenda.

### 72. **Report of the Vice-Chancellor [Paper M46] [Item 6]**

The Vice-Chancellor was invited to present his report to the Governing Body.

In light of the virtual Governor visit to the Students' Union that had taken place, the Vice-Chancellor acknowledged that the experience of some students during registration for Semester 1 was unacceptable. He noted that this had been included in his report to the Governing Body on 22 September and offered the following context to the situation:

- the delayed implementation of the MOSI project due to the impact of the pandemic meant that several different platforms were required for different stages of registration; and
- the pandemic had obliged the University to register all students online one year earlier than planned.

He said that Gold and Silver response groups had been rapidly established to respond to the situation, with certain staff working weekends for an entire month to support a resolution. He said that the University was acutely aware of the undue anxiety this had placed on the affected students and efforts had been made to improve communications and provide financial support where necessary. A Timetabling and Rooming Task Force led by the Dean of the Faculty of Sciences, Engineering and Social Sciences was addressing issues of room availability, which would be much alleviated by the opening of Building 2 (STEM Building) in January 2021. The Task Force expected to be able to publish the student timetables for Semester 2 by 18 December.

The Vice-Chancellor said that the key issues had been addressed and he was confident that the situation would not happen again for the small number of students expected to register in January. A Governor offered to support the Deputy Vice-Chancellor in stress testing the system in advance of January registrations.

The Chair requested that the Governing Body address this matter more fully at the March or June Governing Body meeting. An analysis from Student Support and Registry staff on financial aid required by students affected by registration problems had been requested by Governors during the earlier visit and this would be reported to a subsequent board meeting.

Other key points of the Vice-Chancellor's report were:

- Project 2020/21 had worked exceptionally hard to create and maintain a Covid-secure campus. The University had only recorded 178 incidences of Covid, of which only 2 were staff. These incidences were not traced to on-campus transmission. NHS Test and Trace was in place and an asymptomatic testing centre would open on the Canterbury campus during the following week, to enable the departure of students between 3 and 9 December. Discussions relating to hosting a vaccination centre on the Medway Campus were ongoing.
- Applications for 2021/22 were -3% compared to week 11 the previous year. Sector-wide applications were -1% and applications to the University's comparator group were -5%. Applications were, in general though, being received later in each cycle as students now tended to choose to wait to consider their options.
- In respect of Kent and Medway Medical School, £20.5M had been raised, and an additional donation of £1M was expected to be confirmed imminently.
- International student recruitment was up 37%. The Dean of International would present the International Strategy at a Governing Body meeting in due course.
- The fit out of Building 2 (STEM Building) was progressing to schedule, with the building due to open in January 2021. There had been a complaint submitted to Canterbury City Council regarding the air conditioning plant on the roof. This had been reported to the Finance and Resources Committee. Although the University did not believe it had breached planning regulations it was nevertheless fully engaged with the City Council's planning office to resolve the issue. The Vice-Chancellor said the University was proud of its status as one of the four organisations based on the UN World Heritage site, and keenly aware of its responsibility to the local community. A Governor reported that they sat on the Canterbury Planning Committee, and had recused themselves from discussions at the Committee to avoid a conflict of interest.
- A grant of £850k had been received from the Oak Foundation for work to be undertaken by the University's Sidney de Haan Research Centre for Arts and Health.
- The Vice-Chancellor reported that he had spoken at the Conservative Party Conference. He clarified that this was in his capacity as the Chair of MillionPlus and confirmed that he had no party political affiliation.

## NOTED

### **73. Termly Report of the Students' Union, including Impact Report and Trustees' Report and Financial Statements 2019/20 [Paper N53] [Item 7]**

The Governing Body considered Paper N53, Termly Report of the Students' Union, including Impact Report and Trustees' Report and Financial Statements 2019/20.

The Student Governor said that the report covered similar areas to those discussed in detail at the Governor Visit, such as work on student voice and student welfare. She reported that the online elections had taken place with no issues, with student turnout to MedSoc representative elections at 77%, which was the highest turnout

on record for the Students' Union. The Student Governor highlighted the continued anxiety amongst students regarding the arrangements for returning home for the Christmas break. The Union continued to focus its resources on Student Wellbeing, as all sports and society activity had moved online.

#### **NOTED**

#### **74. Modern Slavery Act Statement [Paper N55] [Item 9]**

The Governing Body considered the Modern Slavery Act Statements [Paper N55] sponsored by the Chief Financial Officer (CFO), who said that the Statement had been approved by the Audit Committee the previous week, and pending approval would be included in the Financial Statements and published on the website.

The Statement had been developed by the Sustainability Management Group, which was chaired by the Pro Vice-Chancellor (Research and Enterprise) who assured the Governing Body that the paper had been thoroughly considered by the Group. The Statement provided assurance that the University undertook appropriate scrutiny of its supply chains and partners.

The Student Governor commented that the Students' Union were actively engaged in a conversation with the University about divestment from certain companies, in the interests of ethical investment.

The Governor EDI champion reported that they had participated in the human chain around Augustine House and that it was important not to overlook to common local occurrences of Modern Slavery. The Governor offered to work with the Students' Union on such issues.

The CFO reported that an Internal Audit of the University's procurement processes was scheduled for early 2021, and this would consider compliance with the Statement. Further to this, the University's banks were required to produce statements of ethical compliance.

#### **RESOLVED**

To approve the Modern Slavery Act Statement for publication.

#### **75. Response to External Governance Review, Articles Refresh, and Exempt Charity Status [Paper N56] [Item 10]**

The Governing Body received the Response to External Governance Review, Articles Refresh, and Exempt Charity Status [Paper N56]. The paper was sponsored by the University Solicitor and Clerk to the Governing Body, who invited the Governance and Legal Services Manager to join the meeting to present the report.

The Governance and Legal Services Manager said that the 2020 external governance review had found 'clear and effective' governance and had made various recommendations, and the Governing Body had agreed that these would be addressed by a Task and Finish Group. The Governance Task and Finish Group (GT&FG) had been established and had met once to consider the recommendations,

the draft refreshed Articles and the application for exempt charity status. The minutes of the meeting had been reported to the Chairs Committee.

The GT&FG had endorsed recommendations to:

- Create a skills matrix for Governors;
- Update the Governor appointment policy;
- Appoint a Senior Independent Governor;
- Update the Articles and Schedule of Delegation: and
- Take certain items as read during meetings.

Updates to the Articles included:

- Clarification of certain definitions;
- Updated charitable objects;
- De-genderising the language;
- A 10-year limit to the term of office for all members including Chairs and Deputy Chairs;
- Appointment of Senior Independent Governor;
- Direct appointment of co-opted Governors;
- Staff and Student Governor appointments to Committees; and
- Explicit inclusion of the right to freedom of expression within the law.

The Chair noted that the limit to the term of office for the chair might preclude certain experienced Governors from taking the role. The Vice-Chancellor said that such a limit was CUC best practice and if that were the case a shorter term for the Chair could be considered.

The Governance and Legal Services Manager said that the University was considering applying for exempt charity status. This would significantly reduce the regulatory burden as the University would be regulated only by the Office for Students (OfS) rather than the Charity Commission as well. The University would, for example, only need to file its Financial Statements in one place. The Vice-Chancellor said it would be important to consider the pros and cons of exempt charity status. The Governance and Legal Services Manager confirmed that expert legal advice would be sought on the matter. The Governance and Legal Services Manager was thanked for his excellent work.

#### **RESOLVED**

To approve the response to the Governance Effectiveness Review.

To approve the draft Articles.

To approve the approach to consideration of the application of exempt charity status.

#### **76. Internal Audit Annual Report 2019/20 [Paper N57] [Item 11]**

The Governing Body received the Internal Audit Annual Report 2019/20 [Paper N57]. The Chair of the Audit Committee reported that the Head of Internal Auditor opinion was "significant assurance with minor improvement opportunities", which was the same as the previous year which was a satisfactory outcome. He explained that the Audit Committee had expressly requested reviews of areas which they felt needed examination, therefore issues raised in these reviews were not unexpected. He said

that a small number of reviews had been delayed due to the pandemic. The outstanding area of risk remained student data quality.

The CFO confirmed that the report was consistent with other good reports within the sector. The reviews which raised concerns of higher significance were:

- Asset Security, which had been commissioned in response to a high value theft;
- Student Withdrawals, which underpinned data assurance concerns and had fed directly into work in Planning and Academic Administration to tackle student data quality issues; and
- IT Data Security which reflected the increasing occurrence of cyber-attacks across the higher education sector.

The CFO said that the Internal Audit function was used by the University to support management in the identification of areas of concern and to recommend improvement measures.

#### **RESOLVED**

That the Internal Audit Annual Report 2019/20 be approved.

#### **77. Financial Forecasts and Revised Bank Loan Agreements including Covenant Resets and Security [Paper N67] [Item 12 – late paper]**

The Governing Body received the update on Financial forecasts and Revised Bank Loan Agreements including Covenant Resets and Security [Paper N67] which had been circulated as a late paper. The Vice-Chancellor said that the small team dealing with this work had originally hoped to bring a formal proposal to the meeting for approval. Given the negotiations were continuing and certain key documents had not yet been provided for consideration (including, importantly, the property valuation report) the executive was not yet in a position to do so despite their best efforts.

**\* RESTRICTED – COMMERCIALY SENSITIVE \***

**\* END OF RESTRICTION \***

#### **NOTED**

#### **78. Report on the University's Financial Position for the year ended 31 July 2020 and Consolidated Financial Statements [Item 13] [Oral Update]**

The CFO reported that the External Auditor had been unable to approve the financial statements as the negotiations with the banks to reset the covenants and agree the financial forecasts were not yet concluded.

An extraordinary Governing Body meeting followed by the Annual General Meeting would be convened as soon as practicable to facilitate the approval of these documents.

The CFO noted that the OfS had extended its filing deadline for the 2019/20 statements in recognition of the difficulty many Universities would face in approving these. Despite the extended deadline, and the ongoing negotiations with the banks, progress on the external audit had been slower than he had expected and there remained a number of outstanding areas before the financial statements could be finalised and presented to the Board for approval.

The Vice-Chancellor reported that the draft statements had nevertheless been reviewed by both the Finance and Resources Committee and the Audit Committee. A Governor requested that the minutes of these discussions be shared with the Governing Body for information as soon as they were available.

The Chair of the Audit Committee noted that the University would tender for the external audit contract in the spring.

**NOTED**

**79. Management letter from the University's External Auditor for the Consolidated Financial Statements for the University [Item 14] [Oral Update]**

The CFO reported that the Management Letter from the External Auditor would be presented to the Governing Body for approval at an extraordinary meeting in due course. The non-receipt of this report impacted on the finalisation of the Financial Statements, and the Annual Report of the Audit Committee.

**NOTED**

**80. Annual Report of the Audit Committee 2019/20 [Item 15] [Oral Update]**

The CFO reported that the Annual Report of the Audit Committee would be presented to the Governing Body for approval at an extraordinary meeting in due course. The External Auditor's report (ISA260 report) was required to finalise the report.

**NOTED**

**81. OfS Accountability Returns for the year-ended 31 July 2020 [Item 16] [Oral Update]**

The CFO reported that the necessary returns would be presented to the Governing Body for approval at an extraordinary meeting in due course.

**NOTED**

**SA AND SB left the meeting**

**82. Prevent Annual Monitoring Statement 2019/20 [Paper N58] [Item 17]**

The Governing Body received the Prevent Annual Monitoring Statement 2019/20 [Paper N58]. The University Solicitor and Clerk to the Governing Body said that the paper summarised how the University had due regard to the Prevent duty. She said that the OfS had requested providers to provide information on welfare provision

and the response to the pandemic in its Statement this year. During 2019/20 the Prevent Risk Assessment and Action Plan had been updated, and training had been provided to key staff. The University continued to be considered at low risk of staff or students being drawn into terrorism. The most significant local risk continued to be related to right wing extremism.

**RESOLVED**

That the Prevent Annual Monitoring Statement be approved for submission to the OfS.

**AE left the meeting**

**83. Annual Compliance Statement on Research and Enterprise Integrity 2019/20 [Paper N59] [Item 18]**

The Governing Body received the Annual Compliance Statement on Research and Enterprise Integrity [Paper N59]. The Pro Vice-Chancellor (Research and Enterprise) said that the Statement provided assurance to the OfS that the University complied with the highest standards of integrity and rigour.

He noted that submission deadline for the Research Excellence Framework had been postponed to 31 March due to the pandemic. The University would submit 200 staff, which was 40% more than the 2014 submission. The strategic aim was to have research rated 'world leading' in each of the 12 areas of research, and to maximise funding for the institution dependent on the University's REF rating.

He reported that research grants, knowledge exchange and consultancy income had fallen in 2019/20 compared to 2018/19, but that this was entirely attributable to contracts cancelled due to the pandemic. Positively, based on contracts secured for 2020/21, income in that year was expected to significantly exceed previous peak performance.

The Pro Vice-Chancellor (Research and Enterprise) reported that the Careers and Enterprise Hub to support students had launched in 2019/20, as had a new Business-to-business portal on the University's website, which had resulted in almost 1,000 interactions which had led to demonstrable outcomes in less than nine months. The University expected to become the first institution to provide the Academic Professional Apprenticeship for Research to support the career of research staff.

**RESOLVED**

That the Research and Enterprise Compliance statement be approved for submission to the OfS

**IJ and CN left the meeting**

**84. Annual Report on the Maintenance and Academic Standards and the Management and Enhancement of the Quality of the Student Experience [Paper N60] [Item 19]**

The Governing Body received the Annual Report on the Maintenance and Academic Standards and the Management and Enhancement of the Quality of the Student Experience [Paper N60]. The Deputy Vice-Chancellor said that good quality education

remained the core business of the University, and accordingly the Governing Body had already received much of the information detailed in the paper in other reports, discussions and site visits throughout the year. She said the report provided assurance that the University continued to innovate and develop its academic offering. The report highlighted the University's consideration of future trajectories in terms of regulation, student outcomes, and value for money which demonstrated that the University remained ahead of the curve in the sector.

She highlighted a cultural change around quality assurance from an annual exercise to a continuous improvement cycle, this was supported by an ongoing action plan, and driven by input from the Heads of Schools.

The Deputy Vice-Chancellor said that significant changes had also been made to the academic framework for Postgraduate awards, and increased student numbers for Postgraduate Taught and Postgraduate Research reflected this positive change.

The Deputy Vice-Chancellor thanked Learning and Teaching Enhancement colleagues, and Quality and Standards colleagues for the significant work undertaken to develop a blended learning approach in response to the pandemic. This work had put the University far ahead of where it had previously expected to be in terms of being able to offer online programmes going forward.

In response to a query from a Governor about progress towards the Closing our Gap objectives, the Deputy Vice-Chancellor noted the data in the report for the 2018/19 and 2019/20 academic years, and said that significant progress had been made since, including work on improving retention. There remained a large amount of work to be done but reports going forward would show demonstrable progress.

#### **RESOLVED**

That the Annual report on the Maintenance and Academic Standards and the Management and Enhancement of the Quality of the Student Experience be approved for submission to the OfS.

#### **85. Degree Outcomes Statement [Paper N61] [Item 20]**

The Governing Body received the Degree Outcomes Statement [Paper N61]. The Deputy Vice-Chancellor said that the University was not obliged to publish this statement but had decided to proactively do so, to highlight the considerable work undertaken in ensuring the appropriateness of the University's degree algorithms.

#### **NOTED**

#### **86. Membership of the Governing Body: Part two [Paper N62] [Item 21]**

The Governing Body received the report on Membership of the Governing [Paper N62]. The University Solicitor and Clerk to the Governing Body noted the following activity due to take place in 2020/21:

- appointment of a new independent Governor to commence on 1 August 2021;
- appointment of the Joint Appointee of the Rochester and Canterbury Diocesan Boards of Education;

- the end of the term of office for the current Staff Governors on 31 July 2021;
- election of new Staff Governors to take place in the spring, to commence their term of office on 1 August 2021;
- end of the initial 4 year term of office of Ms Judith Harding and Revd Robert Stevenson on 31 July 2021. Both would be eligible for re-election; and
- the appointment of a new chair of Finance and Resources Committee to commence on 1 August 2021 due to the earlier appointment of Ms Judith Armitt as Chair-elect.

**NOTED**

**87. Student Number Registration and Target Update 2020/21 as at 3 November 2020 [Paper N63] [Item 22]**

The Governing Body considered the Student Number Registration and Target Update 2020/21 [Paper N63]. The Vice-Chancellor said that the University had achieved 99% of its target Undergraduate Recruitment and 101% of its target Postgraduate Taught Recruitment, which was a tremendous achievement. Recruitment to Postgraduate Research would continue all year-round and was expected to be close to target.

The Vice-Chancellor reported that the University had recorded its best recruitment to date of full-time international students, although international short courses had been severely impacted by the travel restrictions imposed due to the pandemic.

The Vice-Chancellor said that in terms of collaborative provision it was expected that the University would meet recruitment to overseas collaborative programmes, but it would not meet its recruitment target for UK based collaborative programmes. He noted the relatively low materiality of collaborative programmes income, as the University received only approximately 20% of tuition fees.

**NOTED**

**88. Annual Health and Safety Report [Paper N64] [Item 23]**

The Governing Body received the Annual Health and Safety Report [Paper N64]. The Vice-Chancellor invited the Head of Health and Safety to present the report. The Head of Health and Safety reported that the University's Health and Safety resources had been largely focussed on the pandemic response. Despite this there had been several positive achievements, notably the audit of fire safety had returned an opinion of 'very high standard' of management.

The Head of Health and Safety acknowledged that there remained health and safety risks, with 11 recorded compliance gaps, but she said this would be expected of a mature organisation. She said that she continued to push for greater levels of health and safety expertise at Faculty and Directorate level.

A Governor said that although they welcomed the maximum compliance with return to campus training, and the high level of compliance with health and safety training amongst new starters, the low level of overall staff compliance with health and safety training was a concern. The Vice-Chancellor noted that with the focus on pandemic

response and many staff on short time working this was likely to be challenging. It was agreed that an action plan to address this over the long term would be developed.

**NOTED**

**89. Update on OfS Regulation Compliance [Paper N65] [Item 24]**

The Governing Body considered a paper, [Paper N65], by the Clerk to the Governing Body; an Update on OfS Regulation Compliance. The Clerk said that this was an annual report on the University's compliance with OfS conditions of registration. In response to the external Governance Effectiveness Review which had taken place in the summer the paper now also demonstrated the University's compliance with the OfS public interest governance principles.

**NOTED**

**90. Summary minutes of the meeting of the Academic Board meeting held on 29 September 2020 [Paper N66] [Item 25]**

The Governing Body 29 September 2020. The Vice-Chancellor said that most areas of discussion had been picked up under items 18, 19 and 20.

**NOTED**

**91. Any other business [Item 26]**

There was no other business.

**92. Confidential items [Item 26]**

That part of Item 12 be kept confidential from the published minutes.