

Confirmed Minutes

Governing Body

Held on Thursday 25 March 2021, virtually via Microsoft Office Teams.

Present	Julia Unwin DBE	Chair
	Steve Milner	Deputy Chair
	Mohammed Ali OBE	Governor
	Jamie Andrews	Governor
	Professor Karen Bryan OBE	Governor
	The Rt Revd Dr Tom Butler	Governor
	Cath Clelland MBE	Governor
	Russell Davidson	Governor
	Dr Rob Edgar	Governor
	The Rt Revd Paul Ferguson	Governor
	Mark Fordyce	Governor
	Richard France	Governor
	The Rt Revd Dr Jonathan Frost	Governor
	Professor Graham Henderson CBE DL	Governor
Maggie Pavlou	Governor	
Ian Wallace	Governor	
Apologies	Jon Hammond Booth DL	Governor
In attendance	Debbi Boden-Angell	Director Student Life (M48/20)
	Rob Hickey	Chief Operating Officer
	Sally Marlow	Director Human Resources (M48/20)
	Professor Rob Mortimer	Pro Vice Chancellor Research and Knowledge Transfer
	Andrew Mulholland	Director Governance Assurance and Compliance
	Professor Susan Orr	Pro Vice Chancellor Learning and Teaching
	Dr Amanda Wilcox	University Secretary
	Sally-Ann Long	Minuting Secretary
Emma Vincent	Staff governor-elect	

44/20 Welcome and apologies

The Chair welcomed everyone, in particular Professor Rob Mortimer, Pro Vice Chancellor Research and Knowledge Transfer and Emma Vincent, staff governor-elect to their first meeting. Apologies from Jon Hammond Booth were noted.

As no requests to bring forward starred items from Part 2 of the agenda had been received, items M71/20 onwards were noted without discussion.

45/20 Declarations of interest

There were no declarations of interest.

46/20 Minutes of meeting held on 12 November 2020

The minutes of the meeting held on 12 November 2020 were **approved** as an accurate record.

47/20 Matters arising

- .1 **M6/20 Chair's report:** to review the University's approach to communications
The University Secretary provided an oral update on actions taken immediately after the meeting in November to clarify the position in relation to the graduation ceremonies. The Executive had reviewed the way in which it communicated to governors and appropriate changes had been made.

48/20 Health and wellbeing of staff and students

The Director of Human Resources, Sally Marlow, and the Director of Student Life, Debbi Boden-Angell, spoke to a presentation on the University's approach to the health and wellbeing of staff and students. [Secretary's note: the presentation was subsequently circulated to members]

The Director of Human Resources outlined the rationale for a whole-university approach to wellbeing and provided an update on key facts relating to the wellbeing of staff based on absence data, organisational intelligence, discussions with the Unions and the results of the staff pulse survey taken in November last year. The University's sickness absence rate stood at 1.51%. The majority of short term absences were due to coughs, colds, and flu. Mental health (30%) and stress (20%) were key causes of longer term absence. 50 staff had tested positive for Covid-19 but only 9 had taken sickness leave. The headline results of the pulse survey had been very positive, however, results relating to wellbeing and workload had been of significant concern.

In response to the pandemic, the University had bolstered its Employee Assistance Programme with specific pandemic-related webinars, guidance and support, updated policies on use of display screen equipment and had provided fully funded flu jabs for all staff. A Wellbeing Strategy had been put in place with six interwoven themes and a network of Wellbeing Champions, trained in mental health first aid, had been set up. Each University team had been asked to consider the outcomes of the pulse survey and put mitigations in place to reduce workload challenges. As well as formal interventions, it was recognised that staff had been quietly supporting each other very effectively.

The Director Student Life outlined the ways in which the University received information on the wellbeing of students. The University had moved its wellbeing service online. 1600 students had to isolate, and 80 international students had to quarantine. All of these students were actively supported by Wellbeing services. The student pulse survey was only completed by a small number of students but for those who had responded, the main concern had been difficulties in managing their stress levels. In addition, the Student's Union had reported that some students had reported to them that they felt the University had not reached out to them sufficiently. Students had struggled financially due to loss of work and the costs of private rental agreements.

In response to the pandemic, a UniWellBeing App had been developed which provided advice on building positive daily habits and support for wellbeing, and the staff Employee Assistant Programme had been extended to include students. The

University had provided £80k of financial support via the student hardship fund and streamlined the process for accessing support. The University had received an initial sum of £92k from the Office for Students (OfS) to support students generally, and a further £250k to help students meet the costs of private rental agreements. University teams had created and distributed game bags, Christmas treat bags, food boxes, and had helped deliver post and collect prescriptions. The University had worked with the Students' Union to run a four week campaign to emphasise how students could access support and a network of student wellbeing champions was being developed.

Governing Body welcomed the presentation and commended the whole-university approach to wellbeing and both the practical and creative ways in which support had been provided.

In response to a question about the hardship fund, it was noted that the Executive Board had committed to making finance available via the fund and would ensure it was not exhausted. Monies from the OfS had to be distributed by the end of March, the end of the financial reporting period for the OfS. It is hoped that further monies may be received post-Easter.

Governing Body commended the University for keeping its staff sickness level low. It was acknowledged that other sectors were also struggling with issues of wellbeing and workload.

In response to a query, it was confirmed that student wellbeing champions would only be expected to work during the day, would receive full training and would be required to maintain clear boundaries and know when to escalate issues.

Governing Body reflected on some of the primary issues that had caused students to contact the wellbeing team. It was noted that there had been an increase in academic related issues. Nationally more students had reported feeling stressed and incidents of depression had increased.

In answer to a question on the capacity to provide support to staff and students going forward, it was acknowledged that a wide range of support had now been put in place, including support for managers, and the development of wellbeing champions.

The integration of the wellbeing of staff and students had been well received across the institution. Academic staff had been enabled to provide appropriate support to students. It was noted that some of the issues around workload had been present before the pandemic, and that it would be important therefore to keep these under review.

The Chair thanked the Directors for the thorough and open presentation. Due to the importance of the issue, it was suggested that further updates be brought to Governing Body in due course.

Governing Body **noted** the report.

49/20 Chair's report**.1 Action taken under delegated authority agreed at the November 2020 Governing Body meeting**

Paper GB.20.02.48 was received.

Governing Body **noted** the action taken by the Chair, Julia Unwin.

.2 Action to approve membership of CABS Ltd

Paper GB.20.02.49 was received.

Governing Body **noted** the action taken by the Chair, Julia Unwin.

Governing Body also **noted** that the Chair and the Secretary, Dr Amanda Wilcox, would be reviewing the approach to the way in which actions taken by Chairs of committees were reported. AW

.3 Chair's oral report

The Chair, Julia Unwin, provided a short oral report on activities since the last meeting. The Chair had met the University's Chancellor, Reeta Chakrabarti. It was hoped the Chancellor would be able to visit the York campus in the summer.

The Chair had joined an action learning set with other new Chairs organised by the Committee for University Chairs (CUC) and had attended a CUC event on blended learning.

The Chair had also attended a conference on transforming governance co-ordinated by Advance HE, a briefing on freedom of speech, and discussions on governance with executive search consultants Saxon Bampflyde, and the financial implications of the pandemic with PwC.

Governing Body **noted** the report.

50/20 Vice Chancellor's update

Reserved minute: commercially sensitive and foi exempt

51/20 Students' Union President's report

Paper GB.20.02.51 was received.

The Students' Union (SU) President, Jamie Andrews, spoke to his written report, which included a report on the recently held SU elections and the Student's Union annual trustees report and accounts for 2019/20.

The President highlighted the outcomes of the recent election cycle. Where positions remained vacant, portfolios had been re-allocated, and further elections scheduled. The Chair congratulated the President on being re-elected.

In answer to a question, the President outlined the role and work of the BAME Officer, including involvement in black history month and encouraging a more

diverse range of panel and committee members. The Students' Union was considering the future use of the BAME acronym.

Governing Body noted that a London Campus Officer had been elected for the first time and encouraged the President to engage with relevant staff at the London Campus.

Governing Body **noted** the report.

52/20 Audit Committee report

Paper GB.20.02.52 was received.

The Audit Committee had met on 5 February 2021. The Chair of the Committee, Steve Milner, spoke to the report and highlighted the recent internal audit on risks associated with cyber security which had been undertaken by the internal auditors' IT specialists. The audit had been wide ranging and had provided a reasonable level of assurance that the controls in place to mitigate the risks had been suitably designed and consistently applied. The Committee had commended the University for its work in this area, and its ambition to achieve ISO 27001 standard. It was agreed that cyber security would remain a high risk and permanent threat to the University's operations.

The Chair also reported that the Committee had received a presentation on the risks related to student recruitment and had noted the risks to recruitment for the 2021/22 academic year.

Governing Body **noted** the report.

53/20 Appointment/re-appointment of Internal and External Auditors **Reserved minute: strictly confidential, commercially sensitive and foi exempt**

54/20 Annual report on legal obligations

Paper GB.20.02.54 was received.

The Chair of the Committee, Steve Milner, introduced the report which had been considered by the Audit Committee, and which provided assurance on the University's continued compliance with its legal responsibilities. Governing Body noted the addition of new sections covering covid-related legislation and intellectual property.

Governing Body **noted** the annual report.

55/20 Finance and Capital Development Committee report

Paper GB.20.02.55 was received.

The Finance and Capital Development Committee had met on 24 February 2021.

The Chair, Richard France, spoke to the report. The Chair, Julia Unwin, and Secretary, Dr Amanda Wilcox, had been asked to review the Committee's delegated authority as expressed within its terms of reference and consider whether a threshold for financial decisions taken by the University's Executive Board should be included. This will be completed as part of the review of the

Financial Regulations and Scheme of Delegation which will go to the Finance and Capital Development Committee in June.

The Committee had considered three options for the financing of The Grange Village Project and had agreed to explore an option for loan funding through the University's existing banks. A further report including the full business case for the project would be brought to the Committee for consideration in June, prior to consideration by Governing Body in July. Decisions would be stress tested at each stage prior to implementation.

Finally, a site visit to various capital development projects such as the Creative Centre and Haxby Road had been proposed and details would be circulated in due course. RH

Governing Body **noted** the report.

56/20 Period 5 (P5) budget and forecast report 2020/21

Paper GB.20.02.56 was received.

The Chief Operating Officer, Rob Hickey, spoke to the report. At the request of the Chair, Richard France, the Committee had considered an updated five year forecast and associated risk scenarios. The University's liquidity position remained strong and additional costs associated with the pandemic had been absorbed within the agreed £1.26m deficit budget. The University was in no immediate risk of breaching its financial covenants, and progress against key performance indicators were considered to be reasonable given the context in which the University operated. The University's forecasted position therefore remained unchanged.

However, the Chief Operating Officer drew Governing Body's attention to the fact that the unchanged position masked significant changes, with losses in accommodation and catering income being offset by higher than anticipated performance in recruitment and savings to operational costs. Considerable uncertainty remained. The highest immediate risk was the potential for further accommodation rent credits and refunds. The Chief Operating Officer confirmed that if these were required post-Easter, the matter would be referred to the Finance and Capital Development Committee. If needed the Committee had delegated authority from the Governing Body to approve extraordinary changes to the budget in-year (Governing Body M16/20 refers). Any decisions taken by the Committee would subsequently be reported to the full Governing Body.

Governing Body **noted** the report.

57/20 Capital and IT developments

Paper GB.20.02.57 was received.

The Chief Operating Officer, Rob Hickey, reported that good progress continued to be made on capital and IT developments, including the Creative Centre build which remained on target and on budget. The Tennis Centre, the 3G pitch and the bio-med facilities had been completed, and work to create housing for nursing-related subjects had begun. The University had received a £705k grant towards sustainable energy and carbon reduction activities at Lord Mayor's Walk. The grant supported the University's sustainability agenda and would reduce energy

costs by around £40k per year. Phase 1, the finance stage, of Project Orion (the University's combined finance, HR and payroll systems) had gone live and no major issues had been identified. Phase 2, the HR stage, should be in place for September. Other IT projects had continued despite a significant increase in requests for IT support elsewhere.

The Chair thanked the Chief Operating Officer for the report and asked that Governing Body's congratulations to be passed on to the team for the successful bid. It was suggested that a presentation on the University's digital work be brought to Governing Body at a future point.

RH

Governing Body **noted** the report.

58/20 People Committee Report

Paper GB.20.02.58 was received.

The People Committee had met on 10 February 2021.

Governing Body **noted** the report.

59/20 Student fees and support 2022-23

Paper GB.20.02.59 was received.

In the absence of the Chair of the People Committee, Jon Hammond Booth, the Chair, Julia Unwin, introduced the report. A thorough discussion on student fees and support for 2022-23 had taken place. Discussion had been informed by a concern for students, acknowledging the sensitivities around setting fees, the current political environment and ongoing uncertainty caused by the pandemic. At the request of the Committee, the report had been revised and re-circulated to Committee members for comment. The final version of the report and its recommendations had subsequently been agreed by Chair's action for approval by Governing Body.

The Chief Operating Officer, Rob Hickey, reported that since the report had been circulated, legal advice had emerged which called into question the recommendation to continue to treat EU students as home students for the purposes of fees for the 2022/23 academic year. The Executive would reflect on the emerging advice and would provide an update to the People Committee in May.

In answer to a question, the Governing Body noted that the scholarship scheme which incentivised York St John undergraduates to progress on to the University's postgraduate level programmes, remained in place.

On the recommendation of the People Committee, Governing Body **approved, subject to further legal clarification**, the

- intention to treat EU students as 'home-fee level' students for 2022-23 entry, and the
- fee levels proposed in the report for 2021-22 and 2022-23.

60/20 Governance and Nominations Committee Report

Paper GB.20.02.60 was received.

The Committee had met on 11 March 2021.

Governing Body **noted** the report.

61/20 Appointment of governors and Chairs of Audit and Finance and Capital Development Committees

Paper GB.20.01.61 was received.

The Chair, Julia Unwin, outlined the upcoming changes to the membership of Governing Body, including the retirement of the Chairs of Audit, Finance and Capital Development, and Foundation Committees at the end of July.

The Chair reported on the recent recruitment process for the Chairs of Audit and Finance and Capital Development Committees and thanked those involved for their contributions. A strong field of candidates had been considered by the selection committee which had been unanimous in its proposal for the appointment of governors and Chairs of committees.

Governance and Nominations Committee had considered the proposal at its meeting on 11 March 2021 and had agreed to recommend to Governing Body the appointment of Jennifer Adams and Neil Braithwaite as governors.

In addition, Governance and Nominations Committee had also agreed to recommend that Jennifer Adams be appointed Chair of Audit Committee, and Neil Braithwaite Chair of Finance and Capital Development Committee. These appointments would be concurrent with their appointment as governors.

The Chair also reported that following a discussion with the Archbishop of York, Richard Frith, the former Bishop of Hull, would be joining the Governing Body as the Archbishop's representative and Chair of Foundation Committee from 1 August 2021.

It was anticipated that the three new Chairs would observe the May/June cycle of committee meetings and the July 2021 Governing Body. An induction programme would be put in place.

Finally, it was reported that Professor Graham Henderson will have completed his second term of office in July. The Chair and the Governing Body welcomed his willingness to continue to serve for a further term.

Following scrutiny of their CVs, and on the recommendation of the Governance and Nominations Committee, Governing Body **resolved** that

- Jennifer Adams, having consented to act, be appointed as a co-opted governor of the University, in accordance with Article 9, for an initial term of three years to end July 2024, and
- Neil Braithwaite, having consented to act, be appointed as a co-opted governor of the University, in accordance with Article 9, for an initial term of three years to end July 2024.

On the recommendation of the Governance and Nominations Committee, Governing Body also **approved** the appointment of

- Jennifer Adams, as Chair of Audit Committee, and

- Neil Braithwaite, as Chair of Finance and Capital Development Committee, concurrent with their respective terms of office as governors.

62/20 Performance evaluation of Governors

Paper GB.20.01.62 was received.

The Chair, Julia Unwin, outlined the proposed approach to the performance evaluation of governors which had been built on the previous practice of an annual one to one conversation with the Chair. A formal framework would be developed and brought to the Governing Body in July for approval. The framework would evidence the Governing Body's commitment to work to the highest standards of governance.

Governing Body **noted** the report.

63/20 Approach to Governing Body effectiveness and committee self assessment

Paper GB.20.01.63 was received.

The Chair, Julia Unwin, highlighted the proposal for the next Governing Body effectiveness review. Following a thorough discussion at Governance and Nominations Committee it had been agreed that the review would take place in two stages. The University Secretary, Dr Amanda Wilcox, and Director Governance, Assurance and Compliance, had been tasked with appointing an external consultant to facilitate the review.

Governing Body **noted** the report.

64/20 Academic Board reports

Paper GB.20.01.64 was received.

Academic Board had met on 16 December 2020 and 10 March 2021.

Governing Body **noted** the report.

65/20 Annual Quality Report 2019/20

Paper GB.20.02.65 was received.

The Vice Chancellor, Professor Karen Bryan, Chair of Academic Board, reported that the Annual Quality Report (AQR) had been considered at the Board's December meeting. The AQR provided assurance to the Governing Body that the University had an effective framework in place to manage the quality of learning and teaching and to maintain academic standards. The AQR had been considered by the Audit Committee at its meeting on 5 February 2021 which had been recommended it to Governing Body for approval.

On the recommendation of Academic Board and Audit Committee, Governing Body **approved** the Annual Quality Report 2019/20.

66/20 APP monitoring Report

Paper GB.20.01.66 was received.

The Vice Chancellor, Professor Karen Bryan, outlined the requirement for the University to provide a return to the Office for Students (OfS) on progress made against agreed widening participation targets. The report had been approved by Academic Board at its meeting in March.

Governing Body **noted** the report.

67/20 Freedom of Speech

Paper GB.20.02.67 was received.

The Vice Chancellor, Professor Karen Bryan, reported that, at its March meeting, Academic Board had considered an annual report on actions taken under the University's Code of Practice for Freedom of Speech.

Governing Body noted that no action had been taken, and no incidents had occurred that had been deemed to have been in breach of the University's Code of Practice for the Freedom of Speech either in the academic year 2019/20 or the current academic year to date.

Governing Body **noted** the report.

68/20 Health, Safety and Wellbeing Committee report

Paper GB.20.02.68 was received.

The Director of Governance, Assurance and Compliance, Andrew Mulholland, spoke to the report, and highlighted the Committee's consideration of the annual health and safety self- assessment reports from directorates and a report on fire safety checks. Where issues had been identified, action plans had been put in place.

The Committee had also noted the Health and Safety Audit Report Bioscience 2021. Spot checks and a termly meeting with staff had been agreed to address issues raised. An update on this item would be included in the Annual Report on Health and Safety to Governing Body in November.

Governing Body **noted** the report.

69/20 Review of the meeting

The Chair undertook a review of the meeting. No points of clarification were required.

Governing Body acknowledged and expressed its thanks to the Executive Board for the extra work being carried out in response to the ongoing pandemic.

70/20 Response to governor queries

Reserved minute: strictly confidential and foi exempt

71/20 Governing Body and committee dates for academic year 2021/22

Paper GB.20.02.69 was received and **noted**.

72/20 Minutes of Governing Body committees, Academic Board and the Health, Safety and Wellbeing Committee.

Papers GB.20.02.70 – GB.20.02.75 were received and **noted**.

- .1 Academic Board – 16 December 2021 (confirmed)
- .2 Audit Committee – 5 February 2021 (unconfirmed)
- .3 Finance and Capital Development Committee – 24 February 2021 (unconfirmed)
- .4 Governance and Nominations Committee – 11 March 2021 (unconfirmed)
- .5 Health, Safety and Wellbeing Committee – 24 February 2021 (unconfirmed)
- .6 People Committee – 10 February 2021 (unconfirmed)

73/20 Dates of Next Meetings

Discussion Day and annual meeting with the University's Academic Board

Thursday 29 April 2021

Governing Body

Thursday 15 July 2021

ACTION POINTS

Minute	Action	Responsibility	Completed
M49/20.2	Chair's report: to review the approach to the way in which actions taken by Chairs of committees were reported.	JU/AW	
M55/20	To circulate details of a site visit to various capital development projects such as the Creative Centre and Haxby Road.	RH	
M57/20	To bring a presentation on the University's digital work to Governing Body at a future point.	RH	
M70/20	To undertake a review of non-Governing Body committees or groups with Governor membership to ensure that their status, remit and decision making responsibility were clearly communicated.	AW	
M70/20	To write to all governors to offer an opportunity to discuss any outstanding concerns not covered in the report.	JU	