



Minutes of the 19 November 2021 meeting (held via Teams)

Present: David Lowen (Chair)

Qari Asim, Cielo Cartwright, Meg Darroch, Alan Gay, Rachel Hewitt, Professor Christina Hughes, Professor Nicki Latham, Jo Norry, Barbara Pereira, Rob Purdy, Pango Simwaka, Professor Peter Slee, Dr Andrew West

In attendance: Trevor Armour* Professor Phil Cardew, Andrew Fern, Kate Harvey (Secretary), Tracey Lancaster, Radhika Patel, Heather Paver, Professor Chris Prince, Professor Andrew Slade, Caroline Thomas, Chris Watts

Apologies: Barry Matthews, Professor Lisa Stansbie, Nick Whitaker

Attendees apologies: Professor Jeanne Keay, Dineo Ledwaba-Chapman

Not in attendance: Anouska Ruane

** Present as indicated in the proceedings.*

Preliminary Items

Declaration of interest

007.2122 The Chair of the Board, and committee chairs Alan Gay, Professor Nicki Latham and Dr Andrew West declared an interest in agenda item 26, Annual Review and Remuneration Reports for the Committee Chairs and the Chair of the Board (minutes 041.2122 to 044.2122 refer).

Minutes

008.2122 The Board **agreed** that the minutes of its meeting on 16 July 2021 and 08 October 2021 were an accurate record.

Matters arising

009.2122 (a) The Board was invited to ratify action taken by the Chair, David Lowen, on behalf of the Board on 16 August 2021 to approve the implementation of the national pay award from September 2021.

(b) Confirmation from UCEA to employers participating in the 2021/22 New JNCHES pay round had been received to the effect that UCEA regarded the pay round as

concluded, and that employers should implement the uplift set out in the final pay offer.

010.2122 The Board resolved to ratify the action taken by the Chair.

Strategic Matters

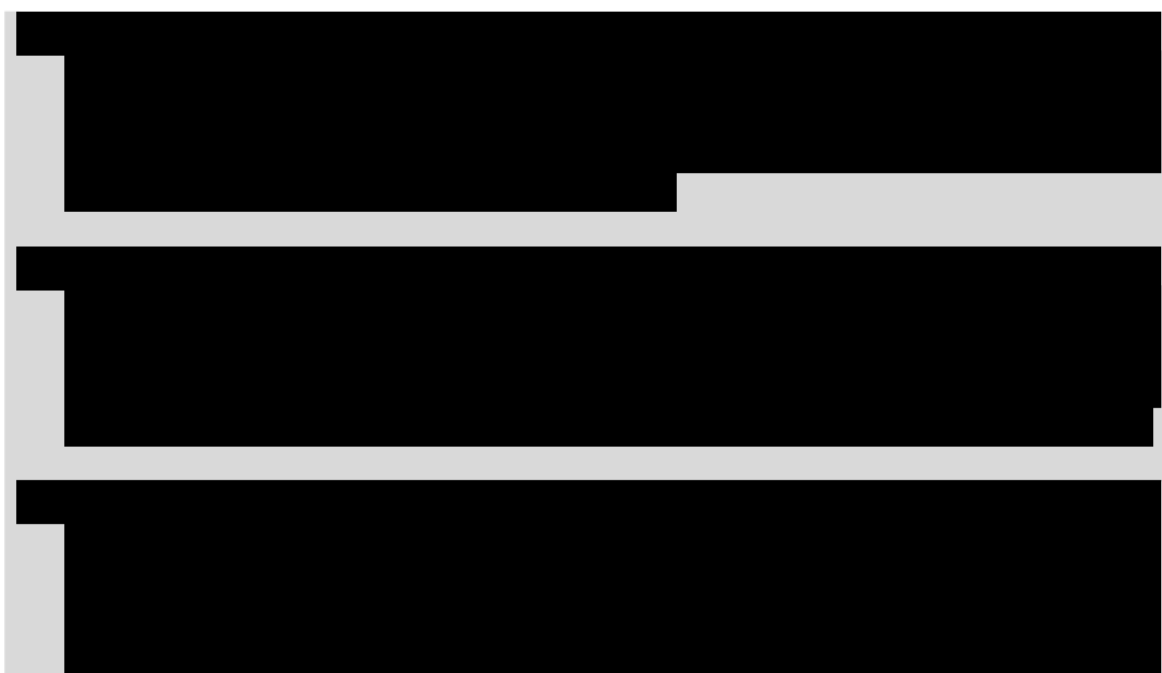
Chair's report

- 011.2122 (a) The Chair set out the summary of the Board's priorities for 2021-22 which had been agreed through discussions with governors, and with insight from the Vice Chancellor and Registrar & Secretary:
- i. Create appropriate strategy scrutiny with regular reporting to the Board.
 - ii. Commission and complete an external board effectiveness review and implement the recommendations to ensure a structure which enables the Board better to monitor the university's performance as set out in the strategy.
 - iii. Develop and encourage expertise and opportunities for University colleagues.
 - iv. Develop governor understanding and insight with the University executive.
 - v. Refresh board composition, part of a continuing to ensure effective operation and decision-making as well as a succession policy.
 - vi. Begin the process to seek a new chair.

Vice Chancellor's Report

Minute 012.2122 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

012.2122



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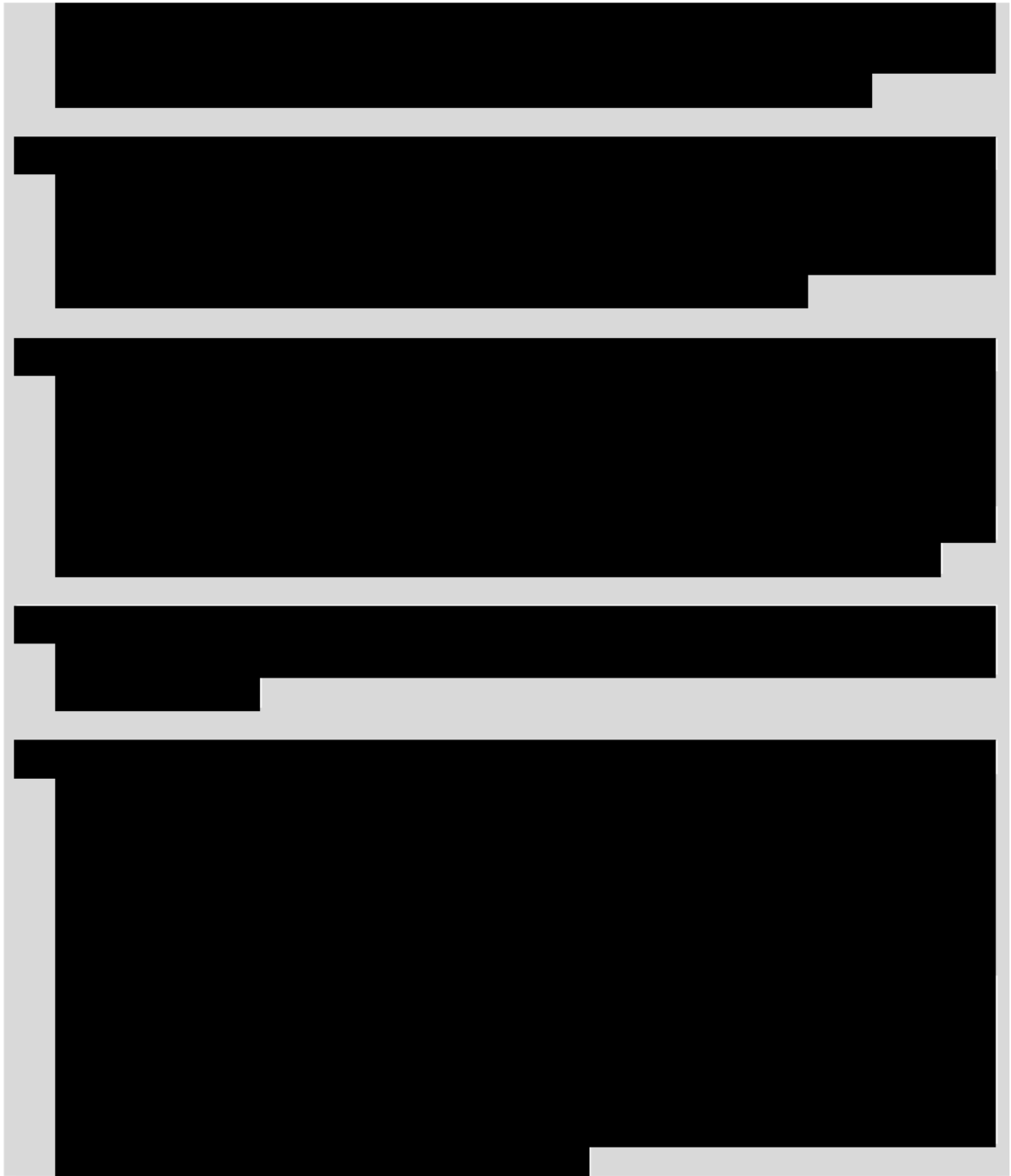
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[REDACTED]

[REDACTED]

[REDACTED]



Reports from Committees

Report of the Finance, Staffing & Resources Committee – 22 October 2021

- 013.2122 (a) Alan Gay, Chair of the Finance, Staffing & Resources Committee presented an overview of the 22 October meeting. The Committee had considered a number of items elsewhere on the agenda for the Board meeting and had endorsed the Financial Statements for the year ended 31 July 2021 for the Board's approval. The Committee's view was that while the end of year position was positive there was uncertainty ahead of the sector, and so the Board could not be complacent.

- (b) The Committee had also been pleased to approve the new Preventing and Addressing Bullying, Harassment and Sexual Misconduct Policy which had been welcomed by members.

Report of the Audit Committee – 05 November 2021

014.2122 Rob Purdy presented the report on behalf of the committee Chair, Nick Whitaker. The Committee had also reviewed and endorsed to the Board the Financial Statements as well as the external auditor's report and Letter of Representation, the internal auditor's annual opinion and the Prevent Annual Accountability Return. It had also approved its own annual report and opinion, and all these items were elsewhere on the agenda for the Board meeting.

Report of the Governance and Nominations Committee – 15 October 2021

- 015.2122 (a) The chair of the Committee, Dr Andrew West, reported that the Committee had endorsed the Corporate Governance Statement for inclusion in the Financial Statements. The Committee had also endorsed proposals for the remuneration of the Chair of the Board and committee chairs, which were recommended to the Board later on the agenda for the meeting.
- (b) Good progress had been made in the latest round of independent governor recruitment, with applications expected from the search consultancy supporting the process in the week commencing 29 November 2021. A shortlisting meeting had been scheduled for that week.
- (c) The Committee had discussed proposed areas of focus for the externally facilitated review of Board effectiveness and these were summarised in the report later on the agenda for the meeting.
- (d) The chair of the Committee ended by thanking the Registrar & Secretary and Secretariat team for the support provided to the Committee during the 2020/21 academic year.

Report of the Academic Board – 03 November 2021

016.2122 The Board received the summary report from the Vice Chancellor. The Academic Board's endorsement of the Academic Assurance Report was noted, its members having been satisfied with the assurances and evidence provided by the Academic Quality & Standards Committee of ongoing compliance with the OfS conditions of registration B1-B6 and the UK Quality Code expectations and core practices.

Report of the Chairs' Committee – 29 October 2021

017.2122 The Chair reported that the Committee had met to agree the agenda for the meeting as well as areas of focus for a series of informal governor briefings which would begin in December with a presentation from Professor Lisa Stansbie on the Leeds School of Arts.

A planned discussion on the implications of the UK Government's Comprehensive Spending Review had been postponed due to the lack of content specific to higher education.

Report of the Senior Staff Remuneration Committee – 22 October 2021

Minute 018.2122 is exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

Professor Phil Cardew, Andrew Fern, Kate Harvey, Tracey Lancaster, Professor Chris Prince, and Professor Andrew Slade left the meeting. Caroline Thomas, Registrar & Secretary, took the minutes for this item.

018.2122



Professor Phil Cardew, Andrew Fern, Kate Harvey, Tracey Lancaster, Professor Chris Prince, and Professor Andrew Slade re-joined the meeting.

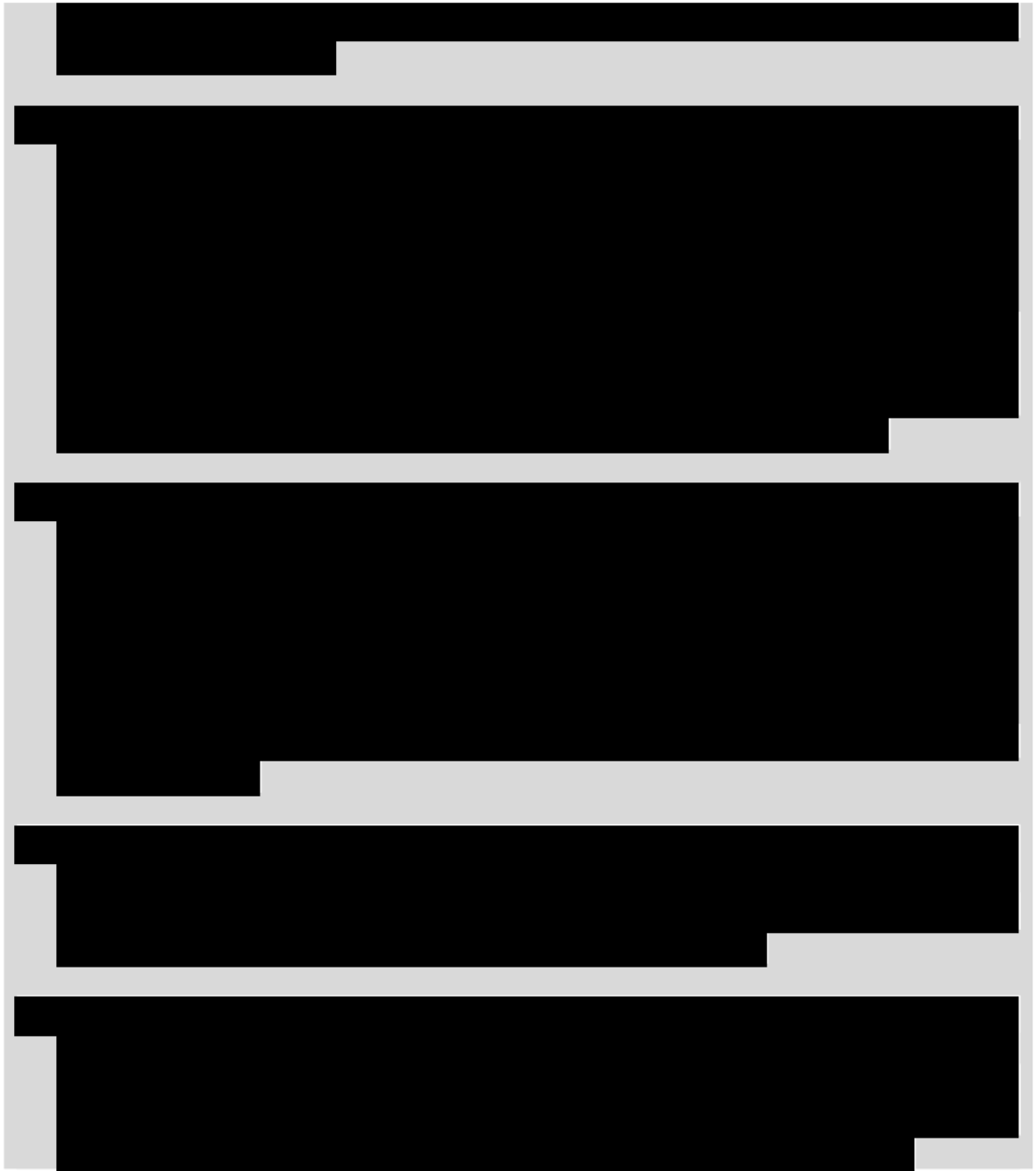
Financial Sustainability

Enrolment (Sept 2021) and Recruitment 2022 Update

Parts of minute 020.2122 are exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

019.2122





Financial Forecasts and Annual Financial Return

Parts of minute 021.2122 are exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

020.2122 (a) Phil Harrison, the Director of Finance, presented the financial forecasts through to 2025/26 and accompanying commentary which would be submitted to the OfS as part of the University's annual financial return along with the annual financial statements and the external auditor's management letter.



[Redacted]

[Redacted]

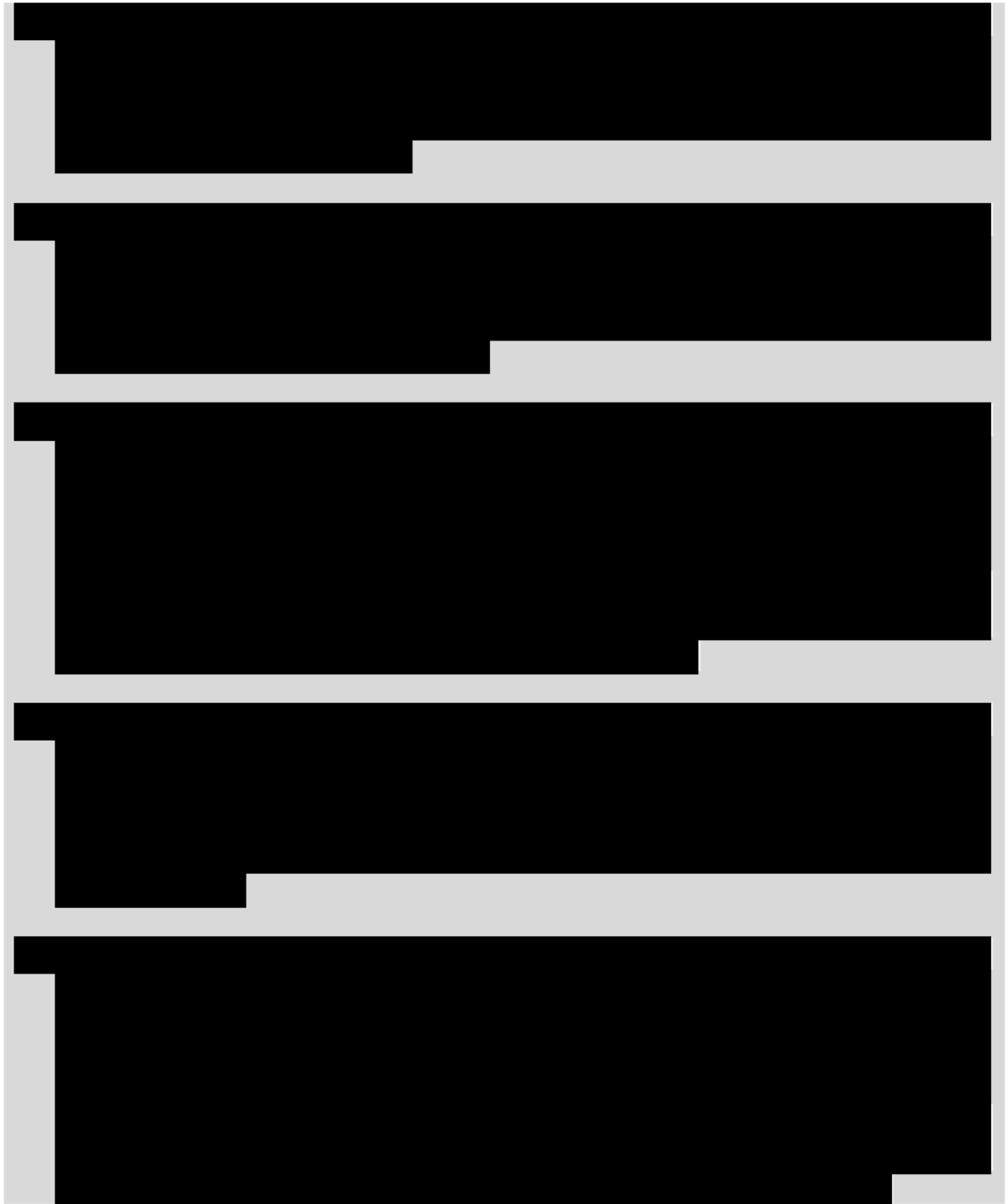
021.2122 The Board resolved to approve the financial forecasts and Annual Financial Return for submission to the Office for Students.

Financial and Capital Expenditure Update

Minute 023.2122 is exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

022.2122

[Redacted]



Financial Statements

Audit Committee Annual Report and Opinion 2020/21

- 023.2122 (a) Rob Purdy presented the annual report and opinion on behalf of the Committee. The report includes the Audit Committee's opinion of the adequacy and effectiveness of the institution's arrangements for risk management, control and governance; sustainability, economy, efficiency and effectiveness including value for money; and the quality of data submitted to regulatory bodies.

- (b) Also set out in the report was an overview of how the Audit Committee had discharged its duties during the 2020/21 academic year and included any significant issues that have arisen during the financial year.
- (c) At its meeting on 05 November 2021 and in the report the Committee confirmed that in its view the University had:
- i. Adequate and effective risk management, control, and governance processes; and that appropriate steps were taken to review and, where necessary, enhance these processes.
 - ii. Adequate and appropriate arrangements for economy, efficiency and effectiveness which ensure and promote value for money.
 - iii. Adequate and appropriate arrangements for the management and quality assurance of data submitted to HESA, the Student Loans Company, the OfS, and other funding or regulatory bodies to which it is accountable.
- (d) The Audit Committee had also confirmed that no significant internal control weaknesses had been discovered and that it had reviewed the information about risk management and the statement of internal control contained within the Financial Statements for the year ended 31 July 2021 and was able to provide assurance to the Board that it accurately described the matters within its knowledge and remit.
- (e) Finally, the Audit Committee had confirmed that it considered the Board's responsibilities in the preparation of the Financial Statements had been satisfactorily discharged.

024.2122 The Board **resolved** to approve the Audit Committee's Annual Report and Opinion for 2020/21.

Internal Audit Annual Report 2020/21

Parts of minute 026.2122 are exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

025.2122 (a) Rob Purdy presented the report from KPMG on behalf of the Chair of the Audit Committee which set out a summary of the work undertaken in 2020/21 and the Head of Internal Audit [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

026.2122 The Board **resolved** to accept the Internal Audit Annual Report from KPMG.

External Auditors' Report for the year ended 31 July 2021

Parts of minute 028.2122 are exempt from publication under the provisions of Section 43 (Commercial interests) of the Freedom of Information Act 2000.

027.2122 (a) Rob Purdy presented the report from BDO on behalf of the Chair of the Audit Committee, noting that this was their second report to the Board following the change in external audit provider in 2019/20.

[REDACTED]

[REDACTED]

[REDACTED]

(d) Following resolution of the outstanding matters the report would be submitted to the Office for Students as part of the Annual Financial Return.

028.2122 The Board **resolved** to accept the External Auditor's report.

Financial statements for the year ended 31 July 2021

Parts of minute 030.2122 are exempt from publication under the provisions of Section 22 (Information intended for future publication) of the Freedom of Information Act 2000.

029.2122 (a) The Director of Finance presented the Financial Statements for the Board's approval, which had been the subject of BDO's external audit report.

[REDACTED]

[REDACTED]

[REDACTED]

(d) Once approved the Financial Statements would be submitted to the Office for Students as part of the Annual Financial Return.

030.2122 The Board **resolved** to approve the Financial Statements for the year ending 31 July 2021.

External Audit Letter of Representation

031.2122 (a) The Director of Finance presented the letter, drafted on behalf of the Board to the University's external auditor BDO. Once approved by the Board the letter would be included in the documentation submitted to the Office for Students as part of the Annual Financial Return.

(b) It was confirmed that the Director of Finance would be able to sign the letter on behalf of the Board.

032.2122 The Board **resolved** to approve the Letter of Representation for signature and submission to the Office for Students as part of the Annual Financial Return.

Students' Union (SU) Report

- 033.2122 (a) Pango Simwaka, Union Affairs Officer and student governor, provided an overview of the priority objectives the SU elected officer team had chosen for the 2021/22 academic year. These include the creation of an Equality, Diversity & Inclusion Strategy for the SU, strengthening course communities within schools, student safety and combatting loneliness and isolation. The team continued to work collaborate with the University on a range of issues and with external bodies including Leeds City Council on issues such as student safety.
- (b) New office space for the SU at City Campus was being prepared and was now expected to be ready by mid-September, at which point the SU could begin reintegrating its services and presence on that campus. The SU Helpdesk currently had a temporary location in the Portland building.
- (c) It was hoped that once the new space was available the Advice team would be able to offer face to face appointments and that staff from all departments could work from campus at least one day a week. In response to governor queries the Union Affairs Officer noted that staff were keen to work in some capacity on campus and missed the team-building aspects of doing so. It was anticipated that being able to offer students a hybrid model of in-person and remote appointments would improve accessibility and provide a good balance.
- (d) The SU had successfully appointed a new Chief Executive following the departure of the previous role holder in September 2021. The new Chief Executive was expected to take up their role in February 2022.
- (e) "Welcome Fortnight" had been a success, with good engagement across four Freshers Fairs, outreach work in student residences, and a range of low-key events focussed on engaging with student groups.
- (f) Course Rep training had been reviewed and was now being delivered via a new online module in order to make it more accessible. 131 new Reps had undertaken the training to date. Ten paid student Academic Rep Assistants had joined the team this year to help facilitate the SU's engagement with the network of Course Reps across the University.
- (g) Governors highlighted the increase in academic integrity cases and Meg Darroch, Academic Experience Officer and student governor, noted that the SU was working to find the root cause of this, while also working with the University to raise awareness and understanding among the student population.
- (h) Governors expressed an interest in receiving further information about the SU's KPIs and progress against them in future reports.

Academic Assurance Report

Parts of minute 035.2122 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

034.2122 (a) The Deputy Vice Chancellor (Academic) presented the report to the Board which set out the ongoing annual review of evidence for 2020/21 and recent evidence for ongoing academic assurance. [REDACTED]

(b) Governors welcomed the report which read well and gave the Board confidence in the University's academic quality and assurance systems and processes. [REDACTED]

(d) The Academic Quality & Standards Committee received separate reports for each aspect set out in the Board report and had endorsed the contents as providing evidence to assure the Board on the subject of the University's academic provision. The report had also been endorsed by the Academic Board at its meeting on 03 November 2021.

035.2122 The Board **resolved** to accept the report as assurance that there were no significant or systemic issues which required immediate attention and that the continuous activities of quality assurance maintained an oversight of the University's academic provision and sought enhancement wherever possible.

Governance & Compliance

Prevent Annual Accountability and Data Return

036.2122 (a) Caroline Thomas, the Registrar & Secretary presented the draft Prevent Data Return, which had been endorsed by the Audit Committee on 5 November 2021.

(b) It was noted that the OfS would not require providers to submit as Accountability Statement as it had done in previous years, due to its continuing drive to reduce unnecessary burden on in its regulatory requirements.

(c) The Prevent Working Group had held remote meetings during the 2020/21 academic year and had overseen on-going work in this area.

037.2122 The Board **resolved** to approve the Prevent Data Return for 2020/21.

OfS Regulatory Update

Parts of minute 039.2122 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

038.2122 (a) The Registrar & Secretary reported that the University was up to date with all required data returns and, as reported to the Audit Committee on 05 November 2021 all conditions of registration had been met and the Committee had noted all forms of monitoring and assurance relied upon.

[REDACTED]

[REDACTED]

(d) Revised guidance on reportable events had been published and would take effect from 01 January 2022, enabling providers and other stakeholders an opportunity in the interim to familiarise themselves with these arrangements.

[REDACTED]

Trevor Armour, Director of Estates, joined the meeting.

Health & Safety update

039.2122 (a) The Director of Estates reported that the University had successfully transitioned back to face to face teaching delivery at the beginning of the 2021/22 academic year. New signage had been introduced around the campuses and enhanced hygiene and cleaning protocols were still in places. Face coverings were on offer at the entrance at each building. To date there had been no transmission of Covid-19 on campus.

- (b) The level of accidents and incidents remained low despite increased levels of activity on the campuses. The fire drill programme had been suspended while colleagues had largely worked from home and teaching was delivered remotely but had now been resumed.
- (c) Health and safety policy and process was being reviewed with a view to developing key performance indicators which could be reported on, with further details to be made available in due course.

Trevor Armour left the meeting.

Annual Review and Remuneration Report: Chair of the Board

The Chair left the meeting and Professor Nicki Latham, Chair of the Senior Staff Remuneration Committee, took the chair.

Minutes 041 and 042.2122 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

040.2122

[Redacted content]

[Redacted content]

The Chair re-joined the meeting and took the chair.

Annual Review and Remuneration Report: Committee Chairs / Deputy Chair

Alan Gay, Professor Nicki Latham and Dr Andrew West, chairs of the Board's committees, left the meeting.

Parts of minutes 043 and 044.2122 are exempt from publication under the provisions of Section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

042.2122

[Redacted content]

[Redacted]

(b) [Redacted]

[Redacted]

043.2122

[Redacted]

Removal of an Independent Governor

Minutes 045 and 046.2122 are reserved to the Board and exempt from publication under the provisions of Section 40 (Personal data) of the Freedom of Information Act 2000.

044.2122

[Redacted]

[REDACTED]

[REDACTED]

(e) [REDACTED]

045.2122

[REDACTED]

Board Effectiveness Review

- 046.2122 (a) The Registrar & Secretary presented suggested areas of focus for an externally facilitated review of the Board's effectiveness, which was due to be undertaken in the 2021/22 academic year. The Committee of University Chairs' Higher Education Code of Governors stated that HEIs must conduct a regular, full, and robust review of governance effectiveness with some degree of independent input, and it was recommended this review took place every three years.
- (b) The last internal review had taken place in 2018/19 with the last external review undertaken in 2014/15, facilitated by the Higher Education Consultancy Group. There was now a wider field of consultancies offering such services and it was proposed that the Board delegate the appointment process and implementation of the review to the Governance & Nominations Committee to operationalise.
- (c) The Chair commented that given the considerable change in the higher education landscape and anticipated further change in the coming years, a key objective of the exercise would be to ensure the University's governance structures were fit for the future.

(d) The Chair of the Governance & Nominations Committee noted that the Committee had discussed a number of potential approaches to an effectiveness review and that a dynamic review looking at both strategic and operational governance factors as well as organisational culture would be most appropriate. The next steps would be an invitation to express interest and the formation of a panel to consider any pitches.

047.2122 The Board **resolved** to endorse the suggested areas of focus and next steps, with an invitation to express interest to be sent to consultancies in the new year.

Other Business

Schedule of meetings and business 2021/22

048.2122 The Board noted its schedule of business for the coming year.

Date of next meeting

049.2122 The next meeting of the Board would be held on 11 March 2022 at 09:30, venue to be confirmed.

Other business

050.2122 No other business was raised.

Confirmed by the Board as a correct record and signed by the Chair:

Signed: _____ Date: _____