



Minutes of the 03 February 2023 meeting (held via Teams)

Present: Dr Andrew West (Chair)

Dr Oliver Bray, Rachel Hewitt, Tracey Lancaster, David Lowen, Ashleigh Pinnock, Tori Pourzand, Professor Peter Slee, Nick Whitaker

In attendance: K Giddings*, K Harvey (Secretary), A Kennell*, C Thomas

Apologies: Shwetal Shah

* *Present as indicated in the proceedings*

Preliminary Items

- 030.2223 (a) The Chair welcomed new independent governor Tori Pourzand to her first meeting.
- (b) The Committee expressed its sadness following the unexpected death of governor Rob Purdy. The Chair of the Board and Registrar & Secretary would represent the University at the funeral in the coming week.

Declaration of interest

- 031.2223 Tori Pourzand expressed an interest in the decision the Committee was asked to take under the item on Chair's action (minutes 035 and 036.2223 refer).

Minutes

- 032.2223 The Committee agreed that the minutes of its meeting on 14 October 2022 were an accurate record.

Matters arising

- 033.2223 (a) The University's proposed variation to its Access & Participation Plan had been approved by the Office for Students on 29 November 2022. The updated had been published on the University's website.
- (b) Following the Committee's approval of the Modern Slavery act Transparency Statement at its last meeting, this had been published on the University's website (minutes 009 and 010.2223 refer).

- (c) The Board had approved the Committee's recommendations for the remuneration of the Chair of the Board and the Committee chairs at its meeting on 25 November 2022 (minutes 022 to 025.2223 refer). The Corporate Governance Statement was also approved for inclusion in the Financial Statements for the year ending 31 July 2022 (minutes 019 and 020.2223 refer)

Chair's Action

- 034.2223 (a) The Committee was invited to ratify action taken by the Chair to endorse the following new governor committee appointments:
- i. Helen Green – Finance, Staffing & Resources Committee.
 - ii. Victoria Pourzand – Governance & Nominations Committee.
 - iii. Martin Barkley – Audit Committee.
- (b) The Chair of the Board had subsequently approved the committee appointments by Chair's Action and the Board would be invited to ratify this at its meeting on 10 March 2023.

035.2223 The Committee ratified the Chair's endorsement of the new committee appointments.

Student Matters, Regulatory Compliance & Assurance

Kathryn Giddings, Compliance & Casework Manager, joined the meeting. Alison Kennell, Deputy Secretary, joined the meeting partway through the item.

Minute 036.2223 is exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

Student Casework Annual Report 2021/22

036.2223 (a)



(c)

[Redacted]

Kathryn Giddings left the meeting.

Annual Report on Subsidiary, Associate and Investment Companies - Appointment of Director to Leeds University Student Residences

Minutes 037 and 038.2223 are exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

037.2223 (a) The Deputy Secretary reported that Leeds Student Residences Limited had previously

[Redacted]



Alison Kennell left the meeting.

OfS Regulatory Updates

Minute 039.2223 is exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

039.2223 (a)



Alison Kennell left the meeting.

Governance Matters

Governor Recruitment Update

Minutes 040 and 041.2223 are exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

040.2223 (a)



041.2223 [



Governor Code of Conduct Review

042.2223 (a) It was proposed that the Code be reviewed on a biennial basis in the future to ensure it remained up to date and relevant. The proposed amendments included the addition of references to governors' responsibilities as charity trustees and to the

Conflicts of Interest Policy and the Counter Fraud Policy and Anti-Bribery & Corruption Policy, as well as governors' responsibilities relating to any gifts received.

- (b) There was a proposed alternative route for complaints regarding the Chair the Board, where the Chair of the Audit Committee was also the Deputy Chair and so involved in the Chair of the Board's annual review process. It was proposed complaints went to the Chair of Governance & Nominations Committee in such instances.
- (c) The Committee recommended that references to culture and values be further developed, linking in with ongoing work led by the Executive Director of Human Resources to develop values for the University.
- (d) The Committee also considered the section on meetings and whether this should be updated to reflect the Board's working practices following the Covid-19 pandemic. Accepting that the Board had moved to holding meetings both on campus and via MS Teams, the Committee's position was that where meetings were scheduled to be on campus that governors make all efforts to attend in person. The benefits of developing an up-to-date knowledge and understanding of the University and its culture were highlighted, as well as the importance of attending meetings on campus in facilitating this.

043.2223 The Committee **resolved** to endorse the updated Code of Conduct for Board approval, subject to the additions set out at (c) and (d) above.

Governance Effectiveness Review Action Plan - Update

- 044.2223
- (a) The Registrar & Secretary reported that good progress had been made since the action plan had been approved by the Board on 25 November 2022, with a number of actions ongoing as part of a culture of continuous improvement.
 - (b) It was noted that the Executive Director of Human Resources was developing a new governance structure for Equality, Diversity & Inclusion (EDI) which would bring together and streamline the student and colleague agendas. Following approval by the University executive the proposals would first come to the Finance, Staffing & Resources Committee for discussion and it was expected that strategic EDI issues would report through to that Committee.
 - (c) Developing governors' understanding of academic quality and standards was a priority area following the review. An initial briefing from the Deputy Vice Chancellor (Academic) was scheduled for 17 February 2023 as part of the series of informal governor briefings. A quality and standards briefing had been available previously as an option for new governors as part of the existing induction programme and this had now been made compulsory.
 - (d) A briefing for governors from the Students' Union had already taken place, and a session with Student Academic Representatives was arranged to follow the Board meeting on 10 March 2023. In response to governor queries, it was clarified that this

was an additional opportunity in an iterative process for governors to hear from the student population. It was expected that further opportunities and areas for discussion would present themselves following the session.

- (e) Governors considered whether the governor pairing scheme could be re-purposed to further support governor's understanding of academic issues. While the scheme had originally been envisaged as an opportunity for governors to form links and familiarise themselves with areas of the University. This mechanism could be used, for example to facilitate governor attendance at school forums with opportunities for them subsequently to feed back to the wider Board.
- (f) The Committee discussed options to use data available to the University to triangulate key student issues and opinion, such as that from the NSS, the International Student Barometer and the SU.

045.2223 The Committee **recommended** that there be an annual opportunity for the Board to consider datasets alongside student issues and feedback.

Other Business

Use of the University Seal

046.2223 Members noted that since the last report, five new legal agreements have been executed using the University Seal. The report was taken without discussion.

Schedule of meetings and business 2022/23

047.2223 The Committee noted the schedule of business for the remainder of the academic year.

Date of next meeting

048.2223 The next meeting of the Committee would be held at 13:30 on 09 June 2023 via MS Teams.

Other business

049.2223 No other business was raised.

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

Signed: _____ Date: _____