

MINUTES of the 23 November 2018 meeting

Present:

David Lowen (Chair)*

Ann Bishop

Jean Dent* (Deputy Chair)

Jack Harrison

Professor Peter Marsh

Gill Webber*

Andy Brown

Les Everett*

Charlie Hind

Jo Norry

Nick Whitaker*

Professor Andrew Cooper

Dr David Fletcher*

Professor Nicki Latham

Professor Peter Slee

In attendance:

Rachel Bradford (Secretary)

Tracey Lancaster

Professor Andrew Slade

Dee Reid*

Professor Phil Cardew

Professor Chris Prince

Professor Paul Smith

Michael Green (KPMG)*

Phil Harrison

Natalie Saunders

Caroline Thomas

Apologies: None

**As indicated in the proceedings*

Part A: Preliminary Items

Chair's Welcome

011.2018.HEC A quorum being present, the Chair opened the meeting and welcomed attendees. Jo Norry was introduced as the newest member of the Board, attending her first meeting as a staff governor, having recently been selected through a new appointment process that had involved a panel interview with members of the Board of Governors.

012.2018.HEC It was formally noted that Jenny Ryatt has stepped down from the Board of Governors with effect from 16 August 2018. The Board recorded its thanks for her contribution and service during her time on the Board.

Declaration of interest

013.2018.HEC The Chair declared an interest in agenda item F4 (Annual Review and remuneration of Chair of the Board) and it was noted that he would leave the meeting for this item of business and the Deputy Chair would take the Chair for that item only.

014.2018.HEC Ann Bishop, Jean Dent, Les Everett, David Fletcher and Nick Whitaker each declared an interest in agenda item F5 (Annual Review and Remuneration of Committee Chairs) and each agreed to remove themselves from the meeting whilst their contribution and remuneration was considered.

Minutes for the meeting dated 13 July 2018

015.2018.HEC The Board **AGREED** that the minutes of its meeting held on 13 July 2018 were an accurate record (paper reference HEC-2018-003) subject to an amendment to minute 253.2017.HEC in relation to the wording in relation to how asset lives were calculated.

Minutes for the meeting dated 28 September 2018

016.2018.HEC The Board **AGREED** that the minutes of its meeting held on 28 September 2018 were an accurate record (paper reference HEC-2018-003).

017.2018.HEC The Chair noted that careful attention would continue to be paid to redactions in the minutes to ensure that they fell within the necessary Freedom of Information exemptions, which were largely applied for reasons of commercial confidentiality at the time of writing.

Matters arising

018.2018.HEC The University Secretary submitted a report on the matters arising from the minutes of the previous meeting of the Board held on 13 July 2018 and 28 September 2018 (paper reference HEC-2018-004).

019.2018.HEC The Board:

- (a) **RATIFIED** the Chair's action taken on 24 August 2018 to approve implementation of the National Pay Award.
- (b) **RATIFIED** the Chair's action taken on 14 November 2018 to appoint Jo Norry as the new staff governor following correspondence with the full Board.

Part B: Strategic Matters

Chair's Report and Board Priorities 2018/19

020.2018.HEC The Board received a verbal report from the Chair of the Board on the Board's priorities for the academic year 2018/19.

021.2018.HEC It was noted that there were various issues to consider that would affect the higher education landscape, including the outcomes of the Augur Review of Post-18 education, the debate about whether universities should give unconditional offers and the outcome of the Office for National Statistics (ONS) review of accounting for student loans in relation to UK public expenditure. The

outcomes were currently unknown but each would impact the University's strategy and operations.

- 022.2018.HEC Mental health and wellbeing would remain a focus of the Board. It was reported that the Committee of University Chairs would be publishing a guidance note covering what assurances governing bodies should seek to satisfy themselves of appropriate management of mental health and wellbeing.
- 023.2018.HEC It was noted that succession planning for the Board would be a focus for 2018/19 in order to provide continuity of a high quality board membership beyond the current strategic planning period. It was reported that Chair of the Governance and Nominations Committee, David Fletcher, was chairing a search for new governors. It was envisaged that the search would conclude with recommendations to the Board in April 2019.
- 024.2018.HEC The need for the Board to reflect both the community in which it operated and its student population was recognised. It was agreed that having a diverse Board would be an important part of meeting that need. A Board Effectiveness review was underway and would consider a number of issues relating to the future operation of the Board.
- 025.2018.HEC The Board was supportive of the University considering its civic responsibility and how it engaged with its local community and local businesses. Recent research undertaken for Universities UK by Britain Thinks had found that there was a current lack of awareness of the role of universities in the public's perception and should be addressed by promoting the activities of the University that benefited the wider community, not just in Leeds, but through a national campaign led by Universities UK.

**Gill Webber joined the meeting.*

Vice Chancellor's Report

- 026.2018.HEC The Board received a report from the Vice Chancellor providing a summary of key matters in the higher education sector including the review of tertiary education funding, Brexit, the USS Pension Scheme, national Trade Union activity and potential policy development (paper reference HEC-2018-005).
- 027.2018.HEC It was noted that the trustees of the USS pension scheme had advised the sector that unless the UUK/UCU review of actuarial assumptions provided hard evidence that a more favourable set of actuarial assumptions could be deployed, employers and members would be asked to make up the currently forecasted deficit. It was reported that the University had taken account of the potential impact that this could have on its financial forecasts.
- 028.2018.HEC It was expected that the position regarding the Knowledge Exchange Framework (KEF) would be clearer by the time the Board next met in March 2019. It was noted that changes to the framework looked to be targeting universities that commercialised their work.

- 029.2018.HEC It was reported that the University was part of a group of large institutions rooted in Leeds that had been convened by Leeds City Council known as the Anchor Institution steering group. The steering group used the Joseph Rowntree Foundation (JRF) Progressive Framework for harnessing the power of anchor institutions and it was proposed that the University also map its activities against the framework in order to fully capture its current civic contribution and to enable future strategic planning.
- 030.2018.HEC The Board discussed how the University could use its teaching and research to support people and communities regionally. An example of how it had demonstrated this in the past was the running of a Speech and Language Therapy Clinic last summer and it was noted that the Law School had a new Law Clinic.
- 031.2018.HEC It was acknowledged that the primary purpose of the University would remain ensuring that its students received an outstanding education and experience and where possible, in delivering this, to create a positive impact for the wider community.
- 032.2018.HEC The Board **AGREED** that the framework presented would give the Board the necessary oversight of external relations activities and how the University fulfilled its civic mission and **RESOLVED** that the University adopt the JRF framework.

**Dee Reid, Director of External Affairs, joined the meeting.*

External Relations

- 033.2018.HEC Dee Reid provided the Board with a short presentation which summarised the University's External Relations plan in support of the Strategic Planning Framework. Focus would be on enhancing the University's academic reputation and planned activities would support student recruitment and TEF and REF activities.
- 034.2018.HEC It was agreed that work on promoting the University and extending its reach and influence would start immediately. Activities that would support this would include:
- (a) Clear public affairs activity
 - (b) Enhancement of relationships with employers in the region
 - (c) Publicising the University's activities that show its civic role
 - (d) Launching an annual programme of events for stakeholders

A copy of the presentation slides would be circulated to the Board.

**Dee Reid left the meeting*

Strategic Plan KPI progress: Three Year Performance Report

035.2018.HEC The Board received a report from the Vice Chancellor providing the latest update on the University's Key Performance Indicators for 2016-2021 (paper reference HEC-2018-006).

Minute 036.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

Campus Masterplan: Implementation Update

037.2018.HEC The Board received a report from the Deputy Vice Chancellor (Resources) providing an update on the development and implementation of the estates capital programme (paper reference HEC-2018-007).

038.2018.HEC It was **reported** that:

- (a) Notable progress had been made on the Creative Arts Building. A delay of 3 weeks was expected but would not cause any significant detriment. There had been agreed additional spend on the building in order to further improve the quality of the cladding of the building and to make the basement floors more accessible by lift.
- (b) The Carnegie Teaching and Research Building was taking shape and being delivered within the agreed budget.
- (c) The Carnegie Teacher Education Building was completed successfully over the summer on time and within budget.
- (d) A draft of the Estates Masterplan was expected to be ready to present to the Board in March 2019.

Part C: Financial Sustainability

Student Recruitment Update

039.2018.HEC The Board received a report from the Deputy Vice Chancellor (Corporate Communications) providing a final review of the 2017/18 recruitment cycle across all of the University's main student markets. (paper reference HEC-2018-008).

Minute 040.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

Financial Update 2018/19

041.2018.HEC The Board received a report from the Director of Finance providing the latest financial position (paper reference HEC-2018-009).

Minute 042.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

**Les Everett left the meeting.*

**Michael Green, Senior Manager for External Auditors Ernst & Young, joined the meeting.*

Part D: Financial Statements

External Auditors Report for the year ended 31 July 2018 (including management letter)

043.2018.HEC The Board received the University's Audit results report from the external auditors, Ernst & Young (EY) for the year ended 31 July 2018 (paper reference HEC-2018-011).

Minute 044.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

**Michael Green left the meeting.*

Audit Committee Annual Report and Opinion 2017/18

045.2018.HEC The Board received a report summarising the work undertaken by the Audit Committee during the financial year ended 31 July 2018 (paper reference HEC-2018-010).

046.2018.HEC It was noted that the report was required to be submitted to the Office for Students as part of the University's Annual Accountability Return and that the Audit Committee was required to provide its opinion on the adequacy and effectiveness of the University's arrangements for:

- (a) risk management, control and governance;
- (b) economy, efficiency and effectiveness (value for money); and
- (c) the management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, the Higher Education Funding Council for England, the Office for Students, Research England and other bodies.

047.2018.HEC The Chair of the Audit Committee reported that in forming its opinion, the Audit Committee had relied on other sources of assurance such as the External Auditors (E&Y), the Internal Auditors (KPMG) and reports and updates from management across 2017/18.

Minute 048.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

049.2018.HEC

The Board RECEIVED the Audit Committee Annual Report and Opinion 2018/19.
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Financial Statements for the year ended 31 July 2018

050.2018.HEC The Board received a report from the Director of Finance presenting the Financial Statements for the period 01 August 2017- 31 July 2018 (paper reference HEC-2018-012).

Minute 051.2018 HEC is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

052.2018.HEC The Board **APPROVED** the University's financial statements for the year ended 31 July 2018, subject to any final audit adjustments.

Part E: Academic Quality and the Student Experience

Students' Union Report

053.2018.HEC The Board received a report from the Students' Union (SU) summarising the work undertaken by the SU since its last meeting on 13 July 2018 and updating the Board about key issues and developments (paper reference HEC-2018-013).

054.2018.HEC It was reported that:

- (a) Student Mental health remained a priority for the SU and all SU officers had an objective relating to mental health. The SU were working on improving liaison with medical practices for referrals to the University, drafting a template response for officers to use so that there was a common understanding and consistency in the way referrals were dealt with.
- (b) 863 course representatives had been recruited and 449 had been trained. This was a notable increase compared to last year and online training would be rolled out.
- (c) Officers had almost met their target of talking to 7,000 students throughout the year.
- (d) Progress was being made with the objective to progress the campaign for Lights in Beckett Park. Meetings had been held with an MP and a local councillor.
- (e) 200 detailed responses had been received from students on the campaign to improve the transparency of student fees.
- (f) Work was being done to increase students' accessibility to sexual health screening.
- (g) The SU aimed to recruit more BAME ambassadors.
- (h) The SU was working towards achieving the best possible sports offer for students and promoting the benefits of reduced sports fees for first years.
- (i) Student led forums in each School were working well and students had found it encouraging to see Deans responding to feedback reported at these meetings.

055.2018.HEC The Board agreed that Board found the SU report, especially the detail in the appendices incredibly helpful and provided them with useful context in relation to student views and engagement with the Union and the University.

Academic Assurance Annual Report 2017/18

056.2018.HEC The Board received a report from the Deputy Vice Chancellor (Academic) providing assurance to the Board on the University's approach to academic quality and standards (paper reference HEC-2018-014).

057.2018.HEC The following points were noted:

- (a) Evidence had been provided in the paper of the University's compliance with the OfS conditions B1 – B6 relating to quality, reliable standards and positive outcomes for all students.
- (b) There had been a good outcome following the Quality Assurance Agency's Transnational Education Review of the University's provision delivered in Hong Kong with the Asian Institute of Built Environment.

058.2018.HEC It was reported that future Board papers on this matter would be more outcomes focused.

059.2018.HEC The Board **APPROVED** the report and agreed that on the evidence provided, it was satisfied that:

- (a) The University's quality assurance framework and processes were effective.
- (b) The University's management of academic quality and standards for taught provision was sound.
- (c) The University responded to any issues or concerns arising from the outcomes of our processes or from the analysis of associated data with action plans in place for the continuous improvement of the student academic experience and outcomes.
- (d) The evidence presented supported the continued alignment with the Office for Students conditions of registration and expectations and the standards of Part 1 of the European Standards and Guidelines (2015).

060.2018.HEC The Board **CONFIRMED** that the report and evidence provided assurances for the positive affirmation for the OfS Annual Accountability Return 2018.

Part F: Governance & Compliance

Prevent Duty Annual Report

**Stewart Harper, Deputy University Secretary and Institutional Prevent lead joined the meeting.*

061.2018.HEC The Board received a report providing a copy of the Prevent Annual Accountability Report to be submitted to the Office for Students (OfS) (paper reference HEC-2018-015).

062.2018.HEC It was reported that:

- (a) The University had a range of mechanisms in place to ensure that it discharged the Prevent Duty appropriately which were overseen by the Audit Committee.
- (b) The OfS was taking a more risk based approach to monitoring compliance with the Prevent Duty than HEFCE and would review its approach to monitoring in 2019. The OfS required an accountability statement to be submitted together with an outcome based data return.

063.2018.HEC The Board reviewed and **APPROVED** the proposed Prevent return and accountability statement for submission to the OfS.

**Stewart Harper left the meeting*

Annual Accountability return 2017/18

064.2018.HEC The Board received a report from the University Secretary providing a summary of the Annual Accountability return 2017/18 for submission to the OfS in December 2018 (paper reference HEC-2018-016).

065.2018.HEC The Board considered and **APPROVED** the Annual Accountability Return for submission to the Office for Students.

Health & Safety Update

066.2018.HEC The Board received a report providing an update on activities on Wellbeing, Health & Safety across the University (paper reference HEC-2018-017).

067.2018.HEC It was reported that:

- (a) The HSE had visited the University at the start of the week to follow up on the University's progress. It was noted that significant progress had been made since the previous visit and that the work which had been undertaken had been impactful.
- (b) The separation of Health & Safety from Wellbeing as distinct committees was being explored and if this came into effect the Board would receive two separate reports on these matters in the future.

068.2018.HEC The Board considered and noted the report.

Annual review and remuneration of the Chair of the Board

**David Lowen left the meeting and Deputy Chair, Jean Dent, took the Chair for this item of business.*

069.2018.HEC The Board considered a report from the Chair of the Governance & Nominations Committee summarising the annual review of the performance of the Chair of the Board of Governors in 2017/18 (paper reference HEC-2018-018).

070.2018.HEC In coming to its decision, the Board noted the Chair's strong leadership over the academic year and how his outside roles such as Deputy Chair of CUC, Chair of the Northern CUC and Chair of the UCAS Council all helped to raise the profile of

the University and the Board's awareness of sector wide discussions, as well as the strong level of commitment demonstrated in carrying out his role on the Board.

071.2018.HEC The Board considered the paper and **APPROVED** the recommendation of the Governance and Nominations Committee that the Chair be remunerated the maximum level permitted under the University's Instrument of Government (£15,000) in recognition of his contribution to the Board during 2017/18.

Annual review and remuneration of Committee Chairs

072.2018.HEC The Board received a report from the Chair of the Board providing proposals to award remuneration to the Chairs of the University's governing committees in recognition of their contribution and impact on the Board in 2017/18 (paper reference HEC-2018-019). This has been considered and discussed by the Governance & Nominations Committee and recommended to the Board for approval.

**Jean Dent (Chair of Finance, Staffing and Resources Committee), David Fletcher (Chair of Governance and Nominations Committee), Nick Whitaker (Chair of Audit Committee) and Ann Bishop (Chair of Senior Staff Remuneration Committee) each left the meeting whilst their performance and proposed remuneration was discussed by the rest of the Board*

073.2018.HEC The Board considered the performance reviews of each of the Chairs of the Board's committees. In coming to its decisions, the Board noted the time commitment and notable contribution of each of the Chair's in the running of the Board's committees during the academic year 2017/18.

074.2018.HEC The Board **APPROVED** the recommendations of the Governance and Nominations Committee to offer remuneration to the following independent governors in recognition of their time, commitment and contribution to the Board during 2017/18, in accordance with the Instrument of Government:

- (a) Jean Dent, Chair of the Finance, Staffing and Resources Committee - £7,500.
- (b) David Fletcher, Chair of the Governance and Nominations Committee - £7,500
- (c) Nick Whitaker, Chair of the Audit Committee - £7,500
- (d) Ann Bishop, Chair of the Senior Staff Remuneration Committee - £7,500

**Jean Dent, David Fletcher, Nick Whitaker and Ann Bishop each re-joined the meeting after consideration of their annual review and remuneration proposals.*

Office for Students: Reportable Events

075.2018.HEC The Board received a verbal report from the University Secretary on OfS reportable events. It was noted that OfS reportable events would become a standing item on the Board agenda in the future and any events would be considered at meetings of the Governance and Nominations Committee.

Minutes 076.2018.HEC and 077.2018.HEC are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

Part G: Reports from Committees

Report of the Governance & Nominations Committee – 05 October 2018

078.2018.HEC The Board received a report from the Chair of the Governance & Nominations Committee summarising the proceedings of its meeting on 05 October 2018 (paper reference HEC-2018-020).

Minute 079.2018 HEC (a) is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

079.2018.HEC The following key points were noted:

- (b) A Board effectiveness review would be shortly undertaken with a questionnaire planned to be issued in December seeking feedback and recommendations about how the Board operates from existing Board members. Amongst the areas where views were being sought were the recruitment process for governors and the issue of remuneration for governors.
- (c) As part of succession planning and recruitment of future board members, the Board would engage an executive search firm to assist with the search for suitable candidates. It was hoped that new governors would be recruited and in place by April 2019.

Report of the Finance, Staffing and Resources Committee – 26 October 2018

080.2018.HEC The Board received a report from the Chair of the Finance, Staffing & Resources Committee providing a summary of its proceedings at its meeting held on 26 October 2018 (paper reference HEC-2018-021).

081.2018.HEC The following key points were noted:

- (a) The meeting had been inquorate on the day but views of independent governors had been sought, in writing, prior to the meeting so that all matters requiring a decision had the necessary support on the day.
- (b) The Committee reviewed the University's residential portfolio and would receive further updates on proposals for its management during the academic year.
- (c) There had been an excellent presentation from the Students' Union about its mental health and wellbeing priorities which would further inform the development of the University's Mental Health and Wellbeing Framework to ensure there was alignment with the Students' Union priorities.

Report of the Audit Committee - 02 November 2018

082.2018.HEC The Board received a report from the Chair of the Audit Committee providing a summary of its proceedings at its meeting held on 02 November 2018 (paper reference HEC-2018-022).

083.2018.HEC The following key points were noted:

- (a) Deep dives on TEF and REF had been presented to the Committee. Both papers were excellent and had given the Committee assurance that the plans and associated processes were being well managed, particularly in relation to any bronze subjects.
- (b) The Committee was pleased with the way the audit of the financial statements had gone with the new external auditor, Ernst & Young.

Part H: Items for Information

Schedule of meetings and business for 2018/19

084.2018.HEC The Committee received its schedule of meetings and business for 2018/19 (paper reference HEC-2018-023).

Date of next meeting

085.2018.HEC The next meeting of the Board would be held at 09:30 on 01 March 2019 in Room G07, Old Broadcasting House, City Campus

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

Signed: _____ Date: _____