



Minutes of the 18 October 2019 meeting

Present: Professor Peter Marsh (Chair)

Sherry Iqbal, Tracey Lancaster, David Lowen, Jo Norry, Professor Peter Slee, Dr Andrew West, Nick Whitaker

In attendance:

John Goodwin*, Kate Harvey (Secretary), Kathryn Scully*, Caroline Thomas

Apologies:

Ann Bishop

* *Present as indicated in the proceedings.*

Preliminary Items

Declarations of interest

001.1920 The following declarations were made:

- David Lowen declared an interest in agenda item 8, Annual Review and Remuneration of the Chair of the Board 2018/19 (GON-1920-006); and
- Nick Whitaker declared an interest in agenda item 9, Annual Review and Remuneration of the Committee Chairs 2018/19 (GON-1920-007).

Terms of Reference and Membership (GON-1920-001)

002.1920 The University Secretary presented proposed amendments to the Committee's Terms of Reference, which had been revised following the Board effectiveness review to reflect the Committee's new delegated responsibility to monitor aspects of the University's compliance with regulatory requirements, including its expanded remit in this area relating to oversight of certain conditions of registration of the Office for Students.

003.1920 The Committee **recommended** that the revised Terms of Reference be submitted to the Board of Governors for approval at its meeting on 22 November 2019.

Minutes (GON-1920-002)

004.1920 The Committee **agreed** that the minutes of its meeting on 14 June 2019 were an accurate record.

CONFIRMED

Matters Arising (GON-1920-003)

Minute 005.1920 is exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

006.1920 All other actions arising from the meeting on 14 June 2019 had been completed.

Governance Reporting 2018/19

Corporate Governance Statement for the Year Ended 31 July 2019 (GON-1920-004)

007.1920 (a) The Committee considered the Corporate Governance Statement for 2018/19, an annual requirement included in the Financial Statements summarising the systems of governance, internal control, financial control and risk management in place at the University and key activity which had taken place during the year.

(b) The University Secretary confirmed that in her view Leeds Beckett had met the reporting requirements of the Office for Students (OfS) for the 2018/19 year. Having considered the document, the Committee recommended minor amendments which would be incorporated into the final draft presented to the Board.

008.1920 The Committee **recommended** that the Corporate Governance Statement be submitted to the Board for approval on 22 November 2019, subject to the minor amendments discussed in the meeting being made.

Register of Interests (GON-1920-005)

009.1920 The University Secretary confirmed that a total of 64 entries had been updated in the University's Register of Interests in July 2019, which was now complete. The identified individuals included Governors, the Senior Management Group, Resource Centre Managers and University nominated directors of the University's subsidiary and associated companies and other relevant staff, such as the Head of Procurement.

Annual Review and Remuneration of the Chair of the Board 2018/19 (GON-1920-006)

David Lowen left the meeting.

010.1920 The Chair of the Board's annual review meeting had been conducted by the Deputy Chair in August 2019, and a summary of the meeting was set out in the report along with a proposed recommendation for remuneration for the 2018/19 year.

Minutes 011 and 012.1920 are exempt from publication under section 22 (Information intended for future publication) of the Freedom of Information Act 2000.

David Lowen re-joined the meeting.

Annual Review and Remuneration of the Committee Chairs 2018/19 (GON-1920-007)

Nick Whitaker left the meeting.

- 013.1920 (a) The annual review meetings with the chairs of the Audit, Finance, Staffing & Resources and Governance & Nominations committees had been undertaken by the Chair of the Board in August 2019. The Committee considered the summary reports from these meetings and the proposed recommendations for remuneration.
- (b) The meeting with the Chair of the Senior Staff Remuneration Committee had been scheduled for later in October 2019, and so any recommendation would be submitted directly to the full Board.

Minute 014.1920 is exempt from publication under section 22 (Information intended for future publication) of the Freedom of Information Act 2000.

Nick Whitaker re-joined the meeting.

Board Effectiveness 2019/20

Governor Feedback and Board Priorities 2019/20 (GON-1920-008)

Parts of minute 015.1920 are exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

- 015.1920 (a) The Committee reviewed the action plan approved by the Board in July 2019 following the effectiveness review and noted the actions completed to date. Progress on its implementation would be reported to the Committee at each meeting over the course of the 2019/10 academic year.
- (b) The University Secretary reported that Minerva
- (c) The report also summarised issues raised by Governors during the annual review meetings which had been held to date. Some areas had already been covered at the recent Board away day or would be as part of the planned committee business for the coming year and the rest would be used to inform future Board planning by the Chair and University Secretary.
- (d) After some discussion, it was agreed that opportunities for the Board to hear more from individual Deans and Heads of Service should be arranged around the calendar of Board and Committee meetings, if not at an away day.

- 016.1920 The Committee **resolved** that presentations from Deans and Heads of Service should be arranged around the calendar of Board and Committee meetings.

Process for the Appointment of Chair, Deputy & Committee Chairs for 2020/21 (GON-1920-009)

017.1920 The University Secretary set out a proposed approach for the appointment of the Chair and Deputy Chair of the Board and the Committee Chairs for 2020/21.

Minutes 018 and 019.1920 are exempt from publication under section 41 (Information provided in confidence) of the Freedom of Information Act 2000.

020.1920 The Committee **agreed** the proposed approach with a view to endorsing any recommendations received at its next meeting to the full Board in March 2020.

Governor Induction and Development 2019/20 (GON-1920-010)

- 021.1920 (a) The Secretariat Manager reported that the governor induction and development process had been revised with an expanded offering for 2019/20 incorporating specific actions included in Board Effectiveness Review action plan. A buddy scheme had been introduced for new governors with more experienced members of the Board, and a programme of sessions had been arranged which were intended to give a strategic overview of the University and its priorities on areas such as finance, business engagement and student recruitment. New governors who had attended the sessions had found the programme to be comprehensive and helpful.
- (b) Governors also had access to AdvanceHE's Governor Development Programme and new members had or would be attending Student Governor 1 and 2, the conference Professionalising Governance in HE, and the Governor Toolkit. In November an introductory session to the higher education sector and its governance had been scheduled and would be facilitated by Minerva.
- 022.1920 More widely, Governors continue to be offered the opportunity to link up with Schools and Services via the pairing scheme. The majority of governors have been paired for 2019/20 and the pairings included three schools and the Students' Union.

Board of Governors Statement of Primary Responsibilities (GON-1920-011)

- 023.1920 The University Secretary presented the Statement of Primary Responsibilities, which had been updated following the effectiveness review to incorporate the Board's responsibilities under the Office for Students' regularity framework and to reinforce governors' responsibilities as charitable trustees.

024.1920 The Committee **recommended** that the amended Statement of Primary Responsibilities be submitted to the Board on 22 November 2019 for approval.

Students' Union

John Goodwin, Students' Union (SU) Head of Membership Engagement, joined the meeting.

Changes to Leeds Beckett Students' Union Articles (GON-1920-012)

- 025.1920 (a) The SU's Head of Membership Engagement set out the amendments to the Students' Union (SU) Articles of Association and Bye-laws, which had been proposed following a review of the SU's democratic structures during the 2018/19 academic year. The proposals had been endorsed at a Members' Meeting held in May 2019.
- (b) The University Secretary noted that the amended Articles had been scrutinised by the SU's Governance & Nominations Committee and reviewed by charity solicitors prior to being submitted to the SU's members for endorsement. The SU's Committee were supportive of the proposals but had recommended their effectiveness be reviewed at the end of the year following implementation, which the SU had undertaken to do.
- (c) The key change was the replacement of the Student Council with 4 topic-based forums, based around the four key areas of work supported by the full-time Officer team. Members' Meetings would be retained to ensure that students continued to have a say on the work of the Trustee Board. These meetings would continue to approve all affiliations proposed by the Students' Union and any changes to the Bye-laws. Other changes included new titles for the SU's officer roles and online access to the democratic procedures in recognition of the changing nature of the student base who were not always based on or able to come to the campus.
- (d) In the Articles, Referenda and the Student Council had been replaced with Democratic Student Forums and All Student Member Votes. Additionally, several powers previously held by Student Council would be transferred to the Student Members Meeting:
- (a) Granting of Honorary Life Membership;
 - (b) Approving changes to Bye-laws; and
 - (c) Debating and voting on motions of censure or no confidence in Full-time officers and other elected representatives.

026.1920 The Committee **recommended** that the proposed changes to the SU's Articles of Association be submitted to the Board on 22 November 2019 for approval.

Student's Union Memorandum of Understanding and Code of Practice (GON-1920-013)

- 027.1920 The University Secretary presented the Memorandum of Understanding (MoU) between the SU and the University, and the associated Code of Practice. Following a review of both documents a number of changes had been proposed which for the most part related to the implementation of new SU and University organisational structures. The documents had been combined so that the Code of Practice was now an annex to the MoU which removed duplication between the two documents.
- 028.1920 The SU had been engaged as part of the review process and were content with the changes. The Students' Union/Senior Management Liaison Group would retain formal oversight of the relationship between the SU and the University and met formally

three times per year. The University and SU executives met informally on a more frequent basis.

- 029.1920 The Committee **recommended** that the proposed changes to the Student's Union Memorandum of Understanding and Code of Practice be submitted to the Board on 22 November 2019 for approval.

John Goodwin left the meeting.

Compliance & Assurance

Kathryn Scully, Head of Information Governance, joined the meeting.

Annual Report on Data Protection and Freedom of Information 2018/19 (GON-1920-014)

- 030.1920 This report was presented by the new Information Governance Manager, who had been appointed to ensure the secure management of information held by the University and to balance this with the rights of individuals.

Parts of minute 031.1920 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

- 031.1920 (b) The new Information Governance Framework was intended to meet the needs of the University, its students and staff by formalising and setting out roles, responsibilities and objectives for the management of information and approval of associated policy. Existing policies would be incorporated into the Framework, and any gaps identified and addressed.
- (c) The University's publication scheme was also being reviewed to improve transparency about how the University operated and was managed, with a view to reducing the number of requests made under the Freedom of Information Act by making this information more publicly accessible.

Kathryn Scully left the meeting.

Annual Report on Fundraising and Donations 2018/19 (GON-1920-015)

Parts of minute 032.1920 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

- 032.1920 (a) The Deputy Vice Chancellor Resources presented this report which set out the University's compliance with the new Code of Fundraising Practice from the Fundraising Regulator. The Code covered all types of fundraising undertaken by many different charities and third-parties and comprised a set of standards to be met.

- (d) In 2018-2019 the approach to awarding and paying scholarships had been changed to better support student retention with the Bright Futures Scholarship and any new scholarships established being awarded to first year students and paid in varying amounts across all three years of study.

Other Business

OfS Reportable Events (Verbal)

- 033.1920 The University Secretary provided the Committee with an update on submission to the OfS under its reportable events guidance and ongoing policy work within the University.

Parts of minute 034.1920 are exempt from publication under section 43 (Commercial Interests) of the Freedom of Information Act 2000.

- 034.1920 (b) The OfS had issued providers with updated guidance on the submission of reportable events. The Interim Head of Regulatory Compliance had developed an internal policy, under which UET would consider whether an event was potentially reportable and a clear audit trail would be established. The policy would be submitted to the next meeting of the Audit Committee for consideration as this would also allow for input from the University's auditors.

Use of the University Seal (GON-1920-016)

- 035.1920 The Committee received an update on the documents executed under the University Seal of Corporation since the last meeting on 14 June 2019. Seventeen documents in total had been executed, all of which related to the construction of the Creative Arts Building.

Schedule of meetings and business 2019/20 (GON-1920-017)

- 036.1920 **Received:** an updated version of the Committee's schedule of business.

- 037.1920 (a) The Committee **agreed** that the following items should be incorporated into the schedule of business for the meeting on 14 February 2020:
- i. Recommendations for the appointment of a Chair, Deputy Chair and committee chairs for 2020/21; and
 - ii. The approval of the Access & Participation Plan Monitoring Statement, subject to confirmation of the submission timetable by the OfS; and
- (b) An overview of the University's approach to student safeguarding and wellbeing would be added to the schedule of business for the meeting on 12 June 2020.

Date of next meeting

038.1920 The next meeting of the Committee would be held on Friday 14 February 2020 at 13:30 in room G05 Old Broadcasting House.

Other business

039.1920 No other business was raised.

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

Signed: _____ Date: _____