

Board of Governors

Minutes of the meeting of the Board held on 23 February 2023 at 10.00am.

Minutes 7566 – 7648

Present: Mr J Hanley (Chair), Mr M Brockbank, Professor C Egbu (Vice-Chancellor), Ms T Ford-Escobar, Mr M Holden, Ms K Howard-Matthews, Prof D Kobzev, Mr R Maposa, Ms S Milnes, Ms E Reed, Ms T Smith, Ms A Wilson, Mr V Sharma, Mr L Bentley and Mr K O'Connor.

In attendance: Mr D Butcher (Director of Finance & University Secretary), Ms J Hynes (Chief Operating Officer and Executive Director of Operations and Sustainability), Mr B Moffett (Interim Pro Vice-Chancellor), Ms C O'Connor (Pro Vice-Chancellor for Education & Experience), Professor M Todd (Provost and Deputy Vice-Chancellor) and Mr C Williams (Clerk to the Board of Governors and Company Secretary), Dr L Shand (Unison Rep) and Dr A Torn (UCU Rep)

Apologies: Mr B McCarthy, Ms C Nursaw, Mrs S Rix and Bishop M Stock.

Welcome & Opening Prayer

7566 The Chair welcomed members to the meeting, welcomed Mr L Bentley, Mr K O'Connor and Mr V Sharma to their first Board meeting, welcomed Dr L Shand to her first meeting as Unison Rep, made reference to the reports that are coming to Board with the recommendation from the respective Committee and opened the meeting with a prayer and a minutes silence in recognition of the recent passing of Mr P Southern (ex Governor) and Laura Ricaud (ex student).

Declaration of Interest

7567 Mr K O'Connor declared an interest in the item regarding the appointment of the Chancellor as Pimico are a client of RSM UK Group. **Noted**

Minutes of Last Meeting

7568 The minutes of the meeting held on 30 November 2022 were confirmed as an accurate record. **Approved**

Matters arising, including progress on action log from previous meetings

7569 **Received** the table of actions (paper G 23/01).

7570 The Provost & Deputy Vice-Chancellor (PDVC) updated members on item 7462 with regard to the pending partnership paper at the next Board and the partnership session at the Board Development day on 30^h March.

7571 The Board noted the table of actions. **Noted**

Chair's Report

7572 **Received** a report from the Chair of the Board of Governors which provided an update on key activity undertaken by the Chair since the last meeting and the notes of the Chairs & Executive meeting on 6 February (paper G 23/02).

7573 The Chair made reference to papers covering some matters later on the agenda.

- 7574 Members in attendance at the recent student consultation session on 9th February fed back on the role of the career passport, a possible role for Governors to support students, the Bank of England consultation on the impact of cost of living pressures on students (including social impact) and reflected on the fact that the vast majority of students in attendance at the session were female.
- 7575 The SU President outlined and flagged the pressures and risks on LTU students, the Board discussed student employment matters and the Pro Vice-Chancellor for Education & Experience (PVC) outlined further consultation plans, considerations on working hours and on-campus employment, the role of the career passport and discussed possible support for students.
- 7576 The Board thanked the Bank of England for consulting with LTU students, discussed the impact of the student experience and well being on 'full time' students, financial literacy and requested that a cost-of-living report come back to the Board in March through AASE Committee. **Exec**
- 7577 The Board noted the Chair's report. **Noted**

PERFORMANCE

Health & Safety Update (Reporting by Exception)

- 7578 **Received** a verbal update from the Chief Operating Officer (COO) who confirmed that there had been no reportable health and safety cases since the last Board meeting on 30 November 2022.
- 7579 The Board noted the verbal report. **Noted**

VICE-CHANCELLOR'S REPORT & STRATEGIC CONSIDERATIONS

Vice-Chancellor's Report

- 7580 **Received** a report from the Vice-Chancellor (VC) (paper G 23/03) covering New Government Departments and Cabinet Reshuffle, Lifelong Learning (Higher Education Fee Limits) Bill, UCAS and the Future of Undergraduate Admissions, An Increase in Antisemitic Incidents in HEI's, HESA and HE-BCI Consultation, OfS Expressions of Interest for Pilot of Sexual Misconduct Prevalence Survey, APPG for Students – inquiry into the impact of the cost-of-living-crisis on students (UK-wide), House of Lords – Report on Creative Industries, HEI Research and Innovation – Contribution to Levelling-Up, Alumni, Student Recruitment 2023-24, Partnership Recruitment, Graduate Outcomes, Career Passport, Placement, Employer Engagement, Centre for Apprenticeships, Work-based Learning & Skills / External Work, Research (external grants), Postgraduate researcher success since November 2022 and Postgraduate researcher numbers, Research Degree Awarding Powers (RDAP), Postgraduate Research Strategy and Research Excellence Framework.
- 7581 The VC made reference to the recently circulated report from Wonkhe and KPMG and expanded on the developing role of the OfS on teaching quality, LTU's expanding work on research impact and innovation, student recruitment (including importance of conversion) and the Interim Pro Vice-Chancellor (IPVC) briefly expanded on the context of the HE market, review of programmes and activity to address student recruitment (including national and international learning activity).
- 7582 The Board questioned plans for departments that are not achieving the desired numbers and the VC commented on considerations regarding courses that are not

achieving the desired numbers whilst being mindful of the impact of changes (internally and externally) and the balance between business pressures and moral obligations.

7583 The Board discussed the opportunity to link research grant funding into courses that are in need of support to develop and the opportunities that may arise from the pending Lifelong Learning Bill.

7584 The Board discussed the national numbers of potential students (1% reduction in market), the volume of late applicants, the benefits of national and international trips for all students, questioned the split between campus based and commuter students and impact of cost of living pressures on potential low tariff students and discussed the 'wow' factor that the campus experience should give potential students (which will be enhanced by the investment in the campus).

7585 The Board noted the Vice-Chancellor's Report

Noted

Business Cases Update Report

7586 **Received** an update report which provided an overview on the progress of the business case developments in relation to the city centre move, developments in health and life sciences and construction and built environment from the Director of Finance & University Secretary (DFUS) and the Pro Vice-Chancellor for Education & Experience (PVC) (paper G 23/04).

7587 The PVC and Chief Operating Officer (COO) spoke to the Programme Status Report, expanded on delays with Planning permission for 1 Trevelyan Square (which is now a delegated matter and Officer decision rather than panel), increased risk on nursing placements (a national issue) and the challenging situation with the planning permission on the modular build (which has now been extended by eight weeks) including mitigation planning.

7588 The Board reflected on the need to ensure that Leeds Council are aware that LTU is at the beginning of major investment plans.

7589 The Board noted the Business Cases Update Report.

Noted

KPI Performance 2021/22

7590 **Received** a report, the KPI template showing the final performance for the full 2021/22 year and the yearly milestones for each KPI across the five-year period of the strategic plan from the Director of Finance & University Secretary (DFUS) (paper G 23/05).

7591 The DFUS flagged and expanded on the four KPIs assessed as red (total core student numbers, level 4-5 progression rate, degree awarding gap re ethnicity and number of research grant applications) and the KPIs profile to 2025-26.

7592 The Board discussed the issues behind the degree awarding gap, internal plans to address and bring back on target (through existing operational teams and the Council's 'risk equity toolkit'), unconscious bias, assessment methodologies and the means by which the matter is tracked with students on a more granular basis to identify the root cause on an individual student basis.

7593 The Board noted the Key performance Indicators Performance 2021-22 report.

Noted

FINANCE & RESOURCES COMMITTEE

Finance & Resources Committee: Unconfirmed Minutes of the meeting held on 25 January 2023

- 7594 **Received** the unconfirmed minutes from the Finance & Resources Committee (F & R) meeting held on 25 January 2023 from the Chair of Committee (paper G 23/06).
- 7595 The Chair reported on key considerations in the meeting regarding the updated current year forecast and management accounts (report on agenda), the approved Transparent Approach to Costing (TRAC) Return, the recommended additional capital investment of £140K to deliver the Health and Life Sciences element of the Campus Masterplan (including a Board Chair's Action contingency of £285k), the people update, the UK Franchise Partner Report (report on Board agenda), the Students' Union Annual Report & Financial Statements for year ending 31 July 2022 (on agenda for noting) and that the next meeting had been put back to 22nd March to accommodate the estate master plan and capital considerations on a timely basis.
- 7596 The Board queried longer term cash flow considerations in light of capital plans, and student recruitment.
- 7597 The Board noted the unconfirmed minutes and approved the recommended additional capital investment of £140K to deliver the Health and Life Sciences element of the Campus Masterplan (including a Board Chair's Action contingency of £285k). **Noted and Approved**

Mr L Bentley withdrew from the meeting.

Updated Current Year Forecast

- 7598 **Received** a report which provided an updated forecast for the full year and was discussed by the Finance & Resources Committee at its meeting in January from the Director of Finance & University Secretary (DFUS) (paper G 23/07).
- 7599 The DFUS reported that the forecast is £2.3m lower than budget with an operating surplus of £6.2m, an EBITDA of £10.7m, that the overall forecast movement since the previous forecast shows a negative movement of £0.2m (comprised of a net neutral movement on income, with gains on student fees offset by a decrease in forecasted project income) and that cash balances are expected to be around £33m at the end of the year).
- 7600 The DFUS reported on income and expenditure, treasury management and loan covenants, provision for a part year pay award and partner income considerations.
- 7601 The Board noted the Updated Current Year Forecast. **Noted**

Department for Education (DfE) – Audit into Student Attendance & Engagement at UK Franchise Collaborative Partners

- 7602 **Received** an update report on the progress made on the above audit since the last meeting of the Board of Governors (30 November) and Finance and Resources (F&R) Committee (25th January) from the Provost and Deputy Vice-Chancellor (PDVC) and Director of Finance & University Secretary (DFUS) (paper G 23/08).
- 7603 The PDVC and DFUS reported on update in the University's response, third party concerns, Global Banking School and Governance, made reference to F&R Committee's considerations on 25^h January (F&R minutes 8471-8479 apply), thanked the team that had engaged and addressed issues and touched on lessons learnt.
- 7604 The Board discussed the OfS approach to private HE provision, language testing, the pending report regarding the whistleblowing matter (due at end of March and which would be reported in due course) and touched on partnership management meetings with other Universities that are also involved with some of LTU partners to reflect on recent experiences and achieve best academic practice.

- 7605 The Board recognised and thanked the Executive, Mr S Booth-Malone and Ms E Murphy for their work, took assurance from the work to date and looked forward to a partnership briefing at the Development Day.
- 7606 The Board reflected on the lessons regarding contingency and scenario planning should any similar issue arise with any partner as LTU worked toward being the best in the market for working progressively with partners.
- 7607 The Board requested sight of the partnership paper once it had been considered by the Executive, discussed learning with regard to risk management involved and requested that the matter continue to be a standing item whilst being worked through. **PDVC Clerk**
- 7608 The Board noted the report. **Noted**

GOVERNANCE & NOMINATIONS

Governance and Nominations Committee: Unconfirmed Minutes of the meeting held on 2 February 2023

- 7609 **Received** the unconfirmed minutes from the Governance and Nominations (G & N) Committee meeting held on 2 February 2023 from the Chair of Committee (paper G 23/09).
- 7610 The Chair of G&N Committee reported on the Committee's considerations regarding the pending governance effectiveness review, the process for the appointment of Vice-Chair of the Board, progress on the recruitment and appointment of the Chancellor (paper on agenda), Board and Committee membership, Pro-Chancellors reappointment (paper on agenda), review of the Code of Conduct and the annual self-assessment against the CUC HE Code of Governance.
- 7611 The Board discussed Governor recruitment in relation to the number of CES nominations and Board skills needs and noted the pending nomination from the CES regarding Monsignor Paul Grogan.
- 7612 The Board noted the unconfirmed minutes of the Governance & Nominations Committee. **Noted**

Articles of Association Report

- 7613 **Received** a report from the Clerk to the Board of Governors which sought approval for proposed amendments to the Articles of Association (paper G 23/10).
- 7614 The Clerk reported on actions since the matter was last considered in July 2022 regarding the consultation, wording for item 14.1 and on advice from Eversheds regarding process.
- 7615 The Board approved the changes to the Articles of Association and requested that the Clerk progress the approval under written resolution. **Approved Clerk**

The Chair took the following item out of sequence

Appointment of Chancellor

- 7616 **Received** a report from the Clerk to the Board of Governors (paper G 23/13).
- 7617 The Chair reported on progress to date through the Executive Office and work of the Vice-Chancellor and on recent communications with Mr John Studzinski.

7618 The Vice-Chancellor and Board Chair briefed members on their meeting with Mr Studzinski, considerations on how the role could be re-configured to achieve best value for both parties in ambassadorial terms and the Vice-Chancellor updated members on subsequent conversations and communications this week and on contingency plans with other possible candidates.

7619 The Board noted the report **Noted**

Appointment of Pro Chancellors

7620 **Received** a report from the Clerk to the Board of Governors on the recommendation from Governance and Nominations Committee regarding the re-appointment of the Pro-Chancellors (paper G 23/11).

7621 The Clerk reported on the Pro-Chancellors terms to date and confirmed that both parties had expressed a desire to continue in the role.

7622 The Board approved the reappointment of Mr Ed Anderson and the Rt Hon Sir John Battle for a further period of five years. **Approved**

Election of Board Vice-Chair

7623 **Received** a report from the Clerk to the Board of Governors (paper G 23/12).

7624 The Clerk reported on the approved process for the recruitment of the Vice-Chair to the Board and that no nominations had been received by the 5pm deadline on 16th February.

7625 The Chair of the Board commented that the matter would be referred back to G&N Committee for consideration. **Clerk**

7626 The Board noted the report. **Noted**

Student Union Final Accounts for year ending 31 July 2022

7627 **Received** a report for noting (paper G 23/14).

7628 The Clerk made reference to considerations at F&R Committee (minutes 8480-8483 apply) and that the accounts were presented for noting.

7629 The Board question an element in the timings of appointments of trustees and the Student Governor confirmed that the typo would be corrected. **Student Governor**

7630 The Board noted the report **Noted**

Written Resolution Report on Appointment of Members & Equity, Social Justice & Belonging Strategy

7631 **Received** a report for noting (paper G 23/15).

7632 The Clerk made reference to the respective written resolution process, communications and subsequent approval of the appointment of Board members and the Equity, Social Justice & Belonging Strategy under written resolution.

7633 The Board noted the report. **Noted**

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Date of next Meeting

7648 The Board of Governors and Board Development Day will be held on Thursday 30 March 2023 at Weetwood Hall.

Meeting closed at 12:35