

**Leeds Trinity University
Board of Governors**

Minutes of the meeting of the Board held on 17 October 2024 at 5.00pm in AG21.

Minutes 9016-9083

Present: Mr J Hanley (Chair), Prof C Egbu (Vice-Chancellor), Ms M Goodhand, Mr M Holden, Prof D Kobzev, Mr R Maposa, Mr B McCarthy, Mr S McLeod, Ms S Milnes, Ms C Nursaw, Mr K O'Connor, Ms E Reed, Ms T Smith, and Ms A Wilson

In Attendance: Ms S Clarkson (Executive Director of People & Culture), Mr Chris Duncan (Deputy Director of Finance – items 10-12 only), Ms J Green (minutes), Ms J Hynes (Chief Operating Officer), Ms J Marshall (HR Consultant), Prof J Mitchell (Interim Deputy Vice Chancellor Provost), Prof C O'Connor (Pro Vice-Chancellor for Education & Experience), Ms S Page (Interim Executive Director of Governance & University Secretary), Mr B Wood (Eversheds), Mr A Mahmood (Students' Union Observer) Mr J Potter (UCU Observer)

Apologies: Governors: Bishop M Stock, Mr L Bentley, Ms T FForde-Escobar, Fr P Grogan, Ms S Hogston, and Mr V Sharma; Pro Vice-Chancellor for Enterprise & External Engagement Prof M Arif, Director of Finance & University Secretary Mr D Butcher. Unison Observer Dr L Shand

Welcome & Opening Prayer

The Chair welcomed everyone, guests Ms J Marshall (HR consultant) and Mr B Woods (solicitor). He confirmed the meeting was quorate and said he would proceed on the basis that papers had been read. The meeting opened with a prayer led by Governor Mr K O'Connor.

Declaration of Interest

9016 All confirmed that they had no declarations to make or update. **Noted**

Minutes of Last Meeting

9017 **Received:** Draft minutes of previous two meetings. **Received**

9018 **Resolved:** Subject to a correction to the 'present and in attendance' lists (Susan Hogston and Jeffrey Potter to be added to the 3 July 2024 minutes), to approve the minutes of 3 and 22 July 2024 as an accurate record. **Resolved**

Matters arising, including progress on action log from previous meetings

9019 **Received:** Action Log (GAA 24/62). **Received**

Progress on the agreed actions was noted as follows:

- Action 1 (agree 30-60-90 plan governance arrangements) Actioned: Chairs and Exec meetings will monitor the implementation of the plan
- Action 2 (senior postholder probationary process review): In Progress
- Action 3 ('people and culture' objectives for senior postholders): In Progress
- Action 4 (follow-up paper to the Executive Structure and Portfolios piece): Actioned
- Action 5 (convene extraordinary Board meeting): Actioned

- Action 6 (circulate notes/minutes): Actioned
- Action 7 (provide update on B1 English language pilot): Actioned (on the Agenda)
- Action 8 (Development Day date): In progress
- Action 9 (benchmarking data): This action unclear: to refer to Rem Co for clarification.
- Action 10 (review of new executive structure): Not yet due
- Action 11 (Deputy Vice Chancellor Provost job description & person spec): Actioned

9020	Action (Rolled over): Review the probationary process for Senior Postholders	Rem Co
9021	Action (Rolled over): In terms of senior postholder objectives going forwards, there should be a stronger focus on people and culture, in particular, the Catholic ethos, with all Senior Postholders having a performance objective around this.	VC, Chair, Rem Co
9022	Action (Rolled over): To agree a date for a Board Development Day.	Chair, GO
9023	Action (Rolled over): Schedule a formal review of the effectiveness of the new Executive structure and report at the end of twelve months, with light touch mid-year monitoring.	VC
9024	Action: Rem Co to consider how to respond to Action 9 (benchmarking data) if at all.	Rem Co
9025	Resolved: To clear actions 1, 4-7, 9 and 11 from the action log.	Resolved

Consent Agenda Approvals

9026	Received: Consent Agenda and Summary Report (G 24/63)	Received
9027	The Chair proposed the Consent Agenda items. The Summary Report was considered. There were no requests to move items to the Main Agenda, questions or comments.	
9028	Resolved: To note/approve the following items on the Consent Agenda:	
	(i) To receive the Chair's report and note its contents.	
	(ii) To approve:	Approved
	a. The immediate removal of outgoing Clerk Joanna Green as company secretary;	
	b. The immediate appointment of Sharon Page as company secretary;	
	c. The appointment of Mr Simon Taylor as Director of Finance & Strategic Planning - subject to contract and pre-appointment checks – start date to be agreed by Vice Chancellor; and	
	d. The ratification of the resolutions listed in paper G24/74.	
	(iii) To receive and note:	Noted
	a. Nil report for Health & Safety, Safeguarding and Prevent incidents;	
	b. Governance & Nominations Committee notes of 13 June 2024;	
	c. Information about 2FA Authentication for BoardEffect (further details to follow);	
	d. Chair's Report;	
	e. Date of next meeting.	

Vice-Chancellor's Report

9029	Received: Vice Chancellor's Report (G 24/64).	Received
9030	Vice Chancellor Prof C Egbu ("VC") spoke to his report, describing the impact of sector underfunding, the increased regulatory focus on franchised partnerships, the low number of UCAS applications relative to the 18-year-old cohort, and the resulting intense market	

competition, especially as the market for international students contracted following visa rule changes. Many larger universities had reduced their tariffs to maximise enrolments.

9031 Student behaviour also seemed to be changing, with half of the student accommodation standing empty. There had also been a national reduction in mature student applicants.

9032 The prime minister had recently pledged to “rebalance” apprenticeship spending in favour of younger people by shortening the programmes and restricting employer levy investment on level 7 training, creating more financial risk exposure for the HE sector.

9033 The VC said he sat on numerous boards, including Universities UK, Cathedrals Group, and Yorkshire Universities; the sector was facing extreme challenges. Approximately 72% of HEI’s will post a deficit budget for 2023-24; most were restructuring and rationalising.

9034 The VC emphasised that protecting the quality of the student experience was an absolute priority. He said, although the University had invested in its curriculum and infrastructure over the last three years to strengthen its position, the present situation was critical.

9035 University Executive Team Recruitment

9036 **Received:** Proposal paper (G 24/64B) **Received**

9037 **Resolved:** To approve the proposed approach for the recruitment to the DVC Provost vacancy, i.e. to advertise the post internally initially, ideally before Christmas. **Resolved**

9038 **Resolved:** To proceed to permanent recruitment for the post of University Secretary (Executive Director of Governance) in January/February 2025, there being an urgent need for a permanent governance and compliance lead. **Resolved**

Academic Partnerships Update

9039 **Received:** Briefing paper (G 24/65) **Received**

9040 Interim Deputy Vice Chancellor & Provost, Prof J Mitchell (“DVCP”) said regulator interest in subcontracted provision generally had increased, hence the many reports, good practice guidelines and frameworks that had recently been published. This had garnered media attention, with the University being mentioned in various articles.

9041 Engagement with the Office for Students (OfS), Department for Education (DfE), and other bodies remained frequent and intense. The outcome of the OfS investigation was pending, with an update scheduled for 11 November. The University was actively collaborating with partners to address concerns regarding quality and contract management.

9042 The DVCP’s paper covered some DfE areas of interest, noting impacts on 2024-25 recruitment as a result of the exit of the Applied Business Academy from the HE sector and the Global Banking School’s decision to move to a different business model and seek a validation arrangement elsewhere. A paper detailing the whole-institution *Academic Partnership Improvement Programme* was shared; this had been discussed at the Partnerships Committee meeting.

9043 Student outcomes were discussed, specifically the B3 Ongoing *Conditions of Registration* metrics. Partner progression and completion outcomes were concerning, with pockets of weak performance on the main campus as well. The OfS had selected the University (based on its partnership numbers) and three partners for a data pilot whereby student outcomes data would be published disaggregated rather than aggregated under the lead provider in the usual way. The University saw this as a risk, especially as the data would be published without any contextual information. It had made strong representations to the OfS.

- 9044 Oversight and accountability measures had been strengthened, with Deans acting as key contacts between academic teams and partners. The Quality team was enhancing oversight through rigorous quality assurance meetings. The DVCP said new contracts, service level agreements and operational performance measures, including a financial retention model had been drafted for all partnership; not all were signed yet; updates would follow in November.
- Concerns were expressed by Governors about potential losses in partnership business, emphasising the importance of the upcoming discussions on risk appetite for partnership working at the Board Development Day. Governors thanked management for their candid reporting.

Student Recruitment and Continuation

- 9045 **Received:** Briefing paper (G 24/66) **Received**
- 9046 The DVCP said the University had not met its planned target enrolments for 2024-25 entry overall. A strong marketing campaign had prompted high levels of engagement and an increase in applications but the conversion rate (which had been declining over recent years) was very low at 12%, the sector norm being around 20%. Some significant factors had impacted recruitment, as detailed in the VC's Report and the DVCP's briefing paper. Detailed recruitment data was provided to the Board.
- 9047 Precautionary action taken to rescind, suspend or withdraw student number allocations to several partners had reduced the number of students enrolled with partners by approximately 1,500 against plan.
- 9048 The prospects of improving the in-year position were limited. There would be further postgraduate intakes in January and May, and the international student recruitment window had been extended, giving hope that the University might get somewhat closer to plan. The University's conversion approach, messaging and activities were undergoing a full review. Conversion rates for City Centre programmes were expected to improve once the new facilities were open for visits.
- 9049 2023/24 pass and progression rates were yet to fully develop due to resist, appeals and late registration. Pass and progression rates were expected to show an improvement at all levels but Foundation Year and Level 4 progression rates would be below the minimal threshold for performance set out in the OfS B3 *conditions of registration* (80%), with some areas substantially below, increasing the likelihood of LTU being selected for an OfS Quality Assessment in 2024/25.. A full analysis of the outcomes would be provided at the November Board meeting, with an overview of the actions underway to address the concerns, prior to which there would be detailed discussion at the Academic Assurance & Student Experience and Finance & Resources Committees.

6pm UCU Observer Mr J Potter joined the meeting.

- 9050 The meeting discussed the need to assess the viability of all courses, particularly those with small student cohorts, and the quality of the student experience delivered by those courses. It was agreed that the Board would need to see performance data (i.e. whether courses were net contributors to the mission, net detractors or somewhere in between) presented in a clear visual format, to provide assurance that the University was operating strategically and with a student-centred and sustainability focus, and to help the Board understand how the educational character of the institution might change.
- 9051 The DVCP said whether a course or programme was a 'net contributor' was quite a nuanced question; the analysis would need to accommodate complexities and anomalies, such as provision where the University was in the process of moving into new markets. There were also some programmes that were small in terms of student numbers but were delivered as part of the portfolio, sharing modules with other programmes - this was often

quite efficient. She said a thorough analysis taking account of all relevant factors could not be completed in five weeks, but a summary high-level overview of the performance of the portfolio would be available (i.e. by the November Board meeting mailing date).

- 9052 **Action:** To present the findings of an institution-wide portfolio analysis to Board in a clear visual format such as a heat map – to come to a meeting in the new year. **JM**

6.15pm Deputy Director of Finance Mr C Duncan joined the meeting.

- 9053 The Chair welcomed Deputy Director of Finance Mr C Duncan (“DDF”).

FINANCE AND RESOURCES

Finance & Resources Committee Report

- 9054 **Received:** Committee report (G 24/67) **Received**

- 9055 **Noted:** The Committee’s advice was noted. **Noted**

- 9056 The Finance & Resources Committee Chair Mr K O’Connor said the shift in the partnership dynamics meant the strategy of building the on-campus business back to a sustainable position using partnerships income would need to be reviewed. He said if no action was taken, the University would find itself in a difficult position financially, hence the need to look at significant cost reduction, particularly given the under-recruitment.

Financial Sustainability

- 9057 The meeting reflected on the proposals in the paper. The DDF explained that, via scenario modelling, the Finance team had arrived at a proposed cost savings target of minimum £10m. Having discussed the methodology and outputs of the scenario modelling, the Finance & Resources Committee firmly supported this target figure.
- 9058 **RESOLVED:** To approve the proposed cost savings target of a reduction in the cost base of minimum £10m by 2025/26, acknowledging that the bulk of savings would need to come from staff costs - returning the ‘*staff costs to income ratio*’ to the target 55% range.
- 9059 Governors were divided on whether the Board should endorse the proposed staff cost-reduction approach (i.e. an open voluntary redundancy scheme on the terms proposed in the paper). Many expressed concern about the risk of losing key skills and diluting talent density, and some sought assurance that the proposal was a reactive short-term measure.
- 9060 The Vice Chancellor said the Executive had considered the position deeply. There had been lengthy discussion at the Executive Away Day, and the experiences of many other universities had been explored. He said the report highlighted the reasons why the Executive preferred to go down the open voluntary severance scheme route. He said it was highly important to demonstrate a strong commitment to sustainability, while proceeding in a way that aligned with the University’s values, particularly dignity, compassion and care.
- 9061 A Governor asked how the University would determine whether volunteers should be accepted or refused in an open round of voluntary severance. The Executive Director of People & Culture Ms S Clarkson (“EDPC”) said there were many areas where it was evidently ‘mission critical’ to retain most, or at least some team members, or where certain roles were essential, for example in the compliance space. She said a combination of sector intelligence, professional and legal advice, discussions with staff representatives, and lessons-learned from previous experiences had led Executive members to the preference for an open voluntary severance scheme. In response to a

question, she said a split of cost-savings between academic and professional services staff had not been established.

- 9062 The Chair of Finance & Resources Committee said he supported the proposed scheme; the Executive had clearly considered the costs and benefits of various options and, having thought through all the questions the Board was posing, still believed that open voluntary severance was the right approach. He said he was inclined to follow the experts.
- 9063 The Vice Chancellor reminded the meeting that he had been involved in six university restructuring and cost reduction schemes over the course of his career. He acknowledged that there were other options and agreed that an open voluntary scheme wasn't necessarily right just because it was most frequently used in recent years across the HE sector, but said it was meaningful that 12 out of the 13 Yorkshire Universities had taken the open voluntary severance scheme route; and 90% of universities facing financial difficulty had done so. He said it wasn't a reactive short term measure, there would be significant challenges whatever approach was taken.
- 9064 The Pro Vice Chancellor Education & Experience Prof C O'Connor said she supported the open voluntary severance proposal from a student experience perspective, as it was likely to be less disruptive. She had experience of a more targeted scheme during which students had actively intervened and had involved external organisations.
- 9065 After lengthy discussion, the Chair observed that it seemed the Board would be unable to make a decision on the substantive proposals without more information. He said decision-making would therefore be deferred and an extraordinary Board meeting held to further consider the proposals and agree the way forward.
- 9066 **Action:** Convene an Extraordinary meeting to further consider the proposals and agree the way forward. **GO**

Trevelyan Square Capital Approval

- 9067 **Received:** Proposal paper (G 24/69) **Received**
- 9068 **Resolved:** To approve the full utilisation of the contingency funds for the Trevelyan Square project and the allocation of a further £500K to the project budget. **Resolved**

QUALITY AND STANDARDS

Update on the B1 English Language Pilot

- 9069 **Received:** Briefing paper (G 24/71) **Received**
- 9070 The briefing paper updated the Board on the pilot of reducing the English language entry requirements from B2 to B1. As a result of audit work and early analysis of student outcomes, the Executive had agreed in June 2024 to pause the pilot, and that entry requirements would revert to B2 for entry in September 2024 and January 2025 to allow further analysis of student outcomes to take place. This was noted. **Noted**

National Student Survey

- 9071 **Received:** Paper (G 24/70) **Received**
- 9072 The Chair said, as this and the next item were critically important, it would be inappropriate to take them at a time when Governors may not be able to give them due attention. With apologies to management, he suggested that the Board defer the items for the time being and ask the Academic Assurance & Student Experience Committee to

discuss them in the meantime and determine the 'route to Board' for relevant issues. This was agreed.

- 9073 **Action:** Academic Assurance & Student Experience Committee to discuss the National Student Survey board report and propose a route to Board for relevant issues. **AASEC, GO**
- 9074 **Resolved:** To defer this item. **Resolved**

7:30pm Ms S Page and Mr B Wood left the meeting.

Compliance with OfS B3 Conditions

- 9075 **Action:** Academic Assurance & Student Experience Committee to receive and discuss the Board paper on the University's performance in the latest release of data linked to the OfS B3 conditions and the high likelihood of regulatory implications. The Committee will determine the 'route to Board' for relevant issues. **AASEC, GO**
- 9076 **Resolved:** To defer this item. **Resolved**

COMMITTEES

Audit & Risk Committee Report

- 9077 **Received:** Committee report (G 24/67) **Received**
- 9078 **Noted:** The Committee's advice was noted. **Noted**

Partnerships Committee Report

- 9079 Mr K O'Connor had chaired the meeting. He said all elements had been picked up in the board papers and there was nothing to add.
- 9080 **Action:** To circulate the Partnerships Committee minutes once available. **GO**

ITEM FOR INFORMATION OR NOTING ONLY

Cliffe House Nursery reoccupation

- 9081 **Action:** To update the Board on the Cliffe House Nursery reoccupation via the Vice Chancellor's report to the November Board meeting. **COO, VC**

Date of Next Meeting

- 9082 Extraordinary meeting – TBC **Noted**
- Ordinary meeting: 28 November, 4.00pm followed by dinner.

Other Business

- 9083 There being no other business, the meeting ended.

Following the meeting was a presentation for retiring Clerk to the Governors Mr C Williams, who had served the Board since early 2018. The Chair thanked him for his valued support, guidance and friendship over the years and Governors wished him well for his retirement.