

## Board of Governors

Minutes of the meeting of the Board held on 25 November 2021 at 4.00pm via Teams.

### Minutes 6884 – 6993

**Present:** Mr J Hanley (Chair), Dr J Aldiss (Senior Independent Governor), Ms J Andrew, Mr M Brockbank, Ms R Collins, Professor C Egbu, Mr M Feely, Ms T Ford-Escobar, Mr A Gilliland, Mr A Grills, Mr M Holden, Mr R Marchant (Vice-Chair), Mr B McCarthy, Ms E Reed, Mrs S Rix, Mr P Southern and Rt Rev M Stock.

**In attendance:** Mr D Butcher (Director of Finance & University Secretary), Mr P Dixon (Chief Operating Officer), Ms C O'Connor (Pro Vice-chancellor), Professor M Todd (Deputy Vice-Chancellor), Mr C Williams (Clerk to the Board of Governors and Company Secretary) and Ms J Dodd (Director of Marketing, Communications and Recruitment – for item 11 only on Student Recruitment).

**Apologies:** Ms C Grooby, Mr D Haslam, Mr M Wilson, Ms A Wilson, Ms E Richards and Dr A Torn (UCU Representative)

### Welcome & Opening Prayer

6884 The Chair welcomed members to the Teams meeting, advised all in attendance that the meeting was being recorded [REDACTED]  
[REDACTED] The Chair reflected on the size of the pack for the meeting and requested that papers are limited to high level data analysis and strategic comment with operational drill down details posted to BoardPacks (to service transparency) and Bishop Marcus opened the meeting with a prayer.

### Declaration of Interest

6885 There were no declarations of interest. **Noted**

### Minutes of Last Meeting

6886 The minutes of the meeting held on 20 October 2021 were confirmed as an accurate record. **Approved**

### Matters arising, including progress on action log from previous meetings

6887 **Received** the table of actions (paper G 21/87). The Board reviewed and noted the table of actions. **Noted**

6888 The Board discussed a campus tour that has been arranged for two members and it was agreed to open the tour to any Governor who wishes to join in. **Clerk**

### Chair's Report

6889 **Received** a report from the Chair of the Board of Governors (paper G 21/86) providing an update on key activity undertaken by the Chair since the last meeting.

6890 The Board noted the Chair's report. **Noted**

### Health & Safety Update (Reporting by Exception)

6891 **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

20 October and made reference to Covid response matters as outlined in the Vice-Chancellor's (VC) report.

6892 The Board noted the verbal report.

**Noted**

## **PERFORMANCE**

### **Key Performance Indicators**

6893 **Received** a report from the Director of Finance and University Secretary (DFUS) (paper G 21/88) which outlined the final Key Performance Indicators (KPIs) template for the year and the full Performance Indicators (PI) template for 2020/21.

6894 The DFUS reported on seven KPIs being reported for the year since the last meeting (four red and three green), eight KPIs which have been reported for the year and where the KPI is Red and on the full KPI template (which included specific comment on six items).

6895 The DFUS also reported that the key indicator set is being reviewed and a new set will be proposed to align with the new strategic plan.

6896 The Board queried when the new indicator set would come to the Board and the DFUS confirmed that it would come to the February meeting.

**DFUS**

6897 The Board questioned student satisfaction scores in terms of when indicators are likely to change in light of actions, the DFUS commented on new ways of measuring the student voice more accurately that will pick up on early indicators and the Deputy Vice-Chancellor (DVC) commented on mitigations and regulations to address level 4 progression and other student voice feedback measures that pick up and respond to individual comments.

6898 The Board questioned student mental health outcomes in relation to student feedback on happiness since starting University, the Chief Operating Officer (COO) reported on actions on the student health agenda as reported to AASE Committee and the Pro Vice-Chancellor (PVC) commented on work with potential suppliers to improve the tools used to secure feedback and the positive work of Student Representatives that could be used as good practice.

6899 The Board questioned how the 'name not a number' and catholic foundation of the University were represented in the KPIs and questioned what could be done to support 'university readiness' for prospective students. The COO commented on pre-university feedback and preventative self-help activity that are promoted to the student body (which also supports and complements reactive provision), the VC made reference to the University's dignity, care and inclusion values in relation to the question on the catholic foundation, the role of the Chaplaincy in campus developments (including inclusivity), the Staff Governor made comment on 'ground level' operational activity on campus to support students and the DVC commented on current work on 'name not a number' and the Student life cycle and agreed to bring a paper to the next Board.

**DVC**

6900 The Board noted the report on KPIs and full PI set.

**Noted**

Ms J Dodd and Mr M Feely joined the meeting

### **Student Recruitment Year-End Report – 2021/22 Entry**

6901 **Received** a detailed and comprehensive year-end report on core activity (excluding partner and apprenticeship recruitment) from the Director of Marketing, Communications and Recruitment (DMCR) (paper G 21/89).

- 6902 The DMCR gave a detailed and comprehensive verbal report on the key points in the executive summary, recruitment analysis, portfolio, recruitment campaign and conversion, competitor institutions and conclusions and recommendations.
- 6903 The Board questioned the position with regard to market share and whether management saw it as a blip or a trend and the DMCR commented on lower tariff providers having experienced a similar drop in recruitment, on the work underway on a medium tariff strategy, on the pandemic being the major cause of the blip in recruitment, the LTU ethos and need to future proof LTU in respect of being more of a career focussed university (links with and sponsorship from businesses and possible guaranteed selection work).
- 6904 The COO emphasised development work on the Strategic Plan that will underpin future recruitment, pending work on Estates Masterplan, growth of new provision and international plans, all of which will support future recruitment alongside planned marketing activity.
- 6905 The PVC expanded on pending work to develop the business network further in light of a recent government announcement on the requirement to have stronger links with businesses and graduate job outcomes.
- 6906 The Board welcomed and supported pending work on career pathways with businesses to deliver on the Strategic Plan and the PVC commented further on the tariff creep strategy (over a phased period whilst maintaining focus on social mobility agenda) and agreed to bring a paper to Board in due course. **PVC**
- 6907 The VC thanked Ms J Dodd and her team for their work, reinforced the pace of change and challenges in the marketplace and need to diversify the portfolio and expand the catchment area with an attractive curriculum and offer.
- 6908 The Board noted the Student Recruitment Year-End and 2021/22 report. **Noted**

Ms J Dodd left the meeting

## **VICE-CHANCELLOR'S REPORT & STRATEGIC CONSIDERATIONS**

### **Vice-Chancellor's Report**

- 6909 **Received** a report from the Vice-Chancellor (VC) (paper G 21/89).
- 6910 The VC updated members on the first term and reintroduction of students to campus (and halls of residence), that the expected information on post Augar policy was not forthcoming but did give a brief heads up on discussions he had been involved in which gave some possible indicators and made reference to a letter from the minister that announced the appointment of the Fair Access and Participation lead and the September 2023 deadline for a revised Access and Participation Plan in light of proposed changes in raising prior attainment in schools, addressing inequalities, improving completion rates and improving outcomes.
- 6911 The Board questioned the move back to face to face teaching rates in light of health and safety requirements, the VC commented on a successful transition whilst complying with the campus protocols (which the students have also found useful) and the COO reported on latest Covid cases for staff and students.
- 6912 The Board commented on possible risks for the future of foundation programmes and questioned the impact of pending UCU action. The VC commented on possible caps or reduction of fees for foundation year and the DVC commented on communications

to UCU members on 'action short of strike' and mitigations that are being put in place to minimise the impact on students and offered a meeting with any member to clarify arrangements for supporting students learning on campus.

6913 The Board discussed the pending ITT market review and the VC expanded on the breadth of his lobbying work with stakeholders to position LTU, reported that the consultation had ended, that the outcome was similar to consultation proposals, touched on possible implications on student numbers and teacher supply and the DVC commented on the quality of LTU ITT provision.

6914 The Board requested an up-date paper on ITT market review at the February or March meeting **VC**

6915 The Board noted the Vice-Chancellor's Report **Noted**

**[REDACTED] (Confidential Item)**

6916 **Received** a report from the Director of Finance & University Secretary (DFUS) and Deputy Vice-Chancellor (DVC) (paper G 21/90).

6917 **[REDACTED]**

6918 **[REDACTED]**

6919 **[REDACTED]**

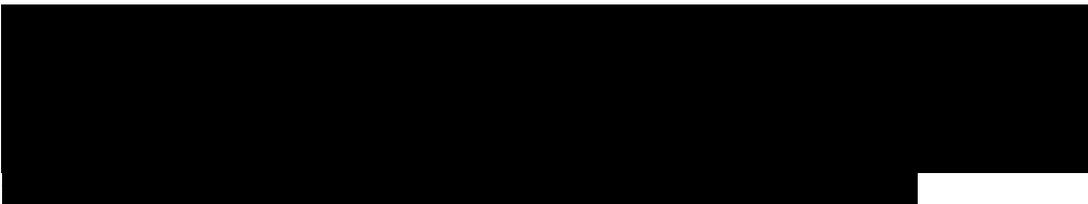
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The Chair indicated that given time pressures for the meeting, he would now defer item 31 (Whistleblowing Policy) and item 38 (Academic Board Terms of Reference) to the February Board.

### **Philosophy, Ethics & Religion (PER) Task & Finish Group Feedback**

6926 **Received** a report from the Deputy Vice-Chancellor (DVC) (paper G 21/92).

6927 The Chair introduced the item and commented on his communications with Bishop Marcus, CES and Congregation nominees, on the Board's responsibility to uphold the Articles (articles 3, 5 and 13 in particular), Bishop Marcus's outline of what it means to be a Catholic University shared at the 2021 development day and his concerns for the proposals as presented. The Chair recognised the work to date by colleagues on this issue. However, this was a red line for the Chair and the Board and as such PER was not to be removed from the curriculum, and nor was it to be delivered in collaboration with any other institution / third party. Further, the Board instructed the Executive to ensure all efforts were made to promote PER, address the recruitment challenges and engage with relevant stakeholders to improve the profile and provision of PER.

6928 The VC, DVC and COO all acknowledged the decision. The COO noted some of the challenges involved in addressing this matter. The VC commented on the need to work on internal policy and governance with regard to minimum numbers.

6929 The Board welcomed the benefits of some potential options and the value to others involved with cross pollenating ideas.

6930 The Board noted the report.

**Noted**

Mr A Grills left the meeting at 17.49

## **ACADEMIC ASSURANCE & STUDENT EXPERIENCE**

### **Academic Assurance & Student Experience Committee: Unconfirmed Minutes of the meeting held on 11 November 2021**

6931 Deferred to the 9<sup>th</sup> February 2022 Board meeting

**Clerk**

## **FINANCE & RESOURCES**

### **Finance and Resources Committee: Unconfirmed Minutes of the meeting held on 3 November 2021**

6932 **Received** the unconfirmed minutes from the Finance and Resources (F&R) Committee meeting held on 3 November 2021 from the Chair of Finance & Resources Committee (paper G 21/96).

**Noted**

6933 The Chair of Committee highlighted considerations regarding the accounts for year ended 31<sup>st</sup> July 2021, updated current year forecast and management accounts, future financial forecast update, the transparency review return update, the draft estates masterplan, the update on capital projects (student residences), health and safety policy statement review (coming to Board in February 2022) and Students' Union management accounts.

6934 The Board noted the unconfirmed minutes of F&R Committee.

**Noted**

### **Responsibilities of the Board of Governors: statements for inclusion in the published Annual Report**

6935 **Received** the governance statements included in the Annual Report as recommended by the Audit Committee and presented by the Director of Finance & University Secretary (DFUS) (paper G 21/97).

6936 The Board approved the Statements of Responsibilities for inclusion in the Annual Report and Financial Statements.

**Approved**

### **Annual Report and Financial Statements for Year Ending 31 July 2021**

6937 **Received** the Annual Report and Financial Statements for the year ending 31 July 2021 as recommended by the Finance and Resources and Audit Committees and presented by the Director of Finance & University Secretary (DFUS) (paper G 21/98).

6938 The Board approved the Annual Report and Financial Statements for the year ending 31 July 2021 for signing.

**Approved**

### **Management Representation Letter**

6939 **Received** the representation letter as recommended by the Audit Committee (paper G 21/99) presented by the Director of Finance & University Secretary (DFUS).

6940 The Board approved the representation letter for signing. **Approved**

### **Updated Current Year Forecast**

6941 **Received** a report from the Director of Finance & University Secretary (DFUS) which had been considered by F&R Committee on 3 November and which provided an updated forecast for the full year 2021-22 (paper G 21/100).

6942 The DFUS reported on the high-level review based on the autumn enrolment position and the review of any known significant changes to date across other income lines and the cost base. The DFUS reported that a deeper review will be undertaken for the next update of the forecast which will be submitted to the January meeting of the F&R Committee and then the February Board and summarised the forecast position as £0.3m down on budget with an operating surplus of £7.7m.

6943 The DFUS reported on the switch between core and franchised provision; as outlined in the table in paragraph 14 of the report, how this granular approach will continue to be used in management accounts going forward and made reference to paragraph 17 in relation to attributed costs in overhead and marginal cost terms.

6944 The Board noted the report. **Noted**

### **AUDIT**

#### **Audit Committee: Confirmed Minutes of the meeting held on 19 October 2021**

6945 **Received** the confirmed minutes from the Audit Committee meeting held on 19 October 2021 from the Chair of Audit Committee (paper G 21/101).

6946 The Clerk made reference to the Committee's considerations regarding internal audits (student experience, apprenticeships, risk management, follow up review and progress report) and the draft internal auditor's annual report.

6947 The Board noted the confirmed minutes of the Audit Committee. **Noted**

#### **Audit Committee: Unconfirmed Minutes of the meeting held on 10 November 2021**

6948 **Received** the unconfirmed minutes from the Audit Committee meeting held on 10 November 2021 from the Chair of Audit Committee (paper G 21/102).

6949 The Clerk made reference to the Committee's considerations regarding internal audit (final draft of the internal auditors annual report, progress report and monitoring of recommendations), the external audit report for year ending 31 July 2021, the draft annual report and financial statements for 2020-21 (including responsibilities of the Board, representation letter and going concern), risk management report and risk register, the partner allegation policy, value for money report 2020-21, the annual review of the whistleblowing policy (coming to Board in February 2022), key financial information, the annual report of the Committee to Board and appointment of internal and external auditors.

6950 The Board queried the terminology used in the minute 4985 with regard to the internal audit annual report and the DFUS and a member of Committee commented on the internal audit terminology used for minor findings and that there was no material concern.

6951 The Board requested a note from the Chair of Audit Committee on minute 4985 for assurance. **Chair Audit Committee**

6952 The Board noted the unconfirmed minutes of the Audit Committee. **Noted**

### **Audit Committee's Annual Report to the Board of Governors**

6953 **Received** a report from the Chair of the Audit Committee which summarised the work of the Audit Committee for the year ending 31 July 2021 and which was recommended by Audit Committee to the Board (paper G 21/103).

6954 The Board approved the Annual Report of the Audit Committee for year ending 31 July 2021. **Approved**

### **GOVERNANCE & NOMINATIONS**

#### **Governance and Nominations Committee: Unconfirmed Minutes of the meeting held on 4 November 2021**

6955 **Received** the unconfirmed minutes from the Governance and Nominations (G & N) Committee meeting held on 4 November 2021 from the Vice-Chair of Governance & Nominations Committee (paper G 21/106).

6956 The Clerk made reference to the Committee's considerations regarding the annual Governor skills report, Board demographics report, the annual performance review of the Board Chair, the results of the 2020-21 Board effectiveness survey, membership update report, conflict of interest code of practice review, annual ethical governance report, annual OfS conditions of registration review, corporate strategy approval: approval of sub-strategies, the annual review of the code of practice between Governors and the Students' Union, the annual review of duties of Governors in relation to the Students' Union, the GER action plan, 2020-21 governor attendance and development report and the Draft Board and Committee Business Planner for 2020-21.

6957 The Board noted the unconfirmed minutes of the Governance & Nominations Committee. **Noted**

#### **Safeguarding & Prevent Update Report, including the Prevent Annual Return**

6958 **Received** a report and the Prevent – Annual Return from the Chief Operating Officer (COO) (paper G 21/107).

6959 The COO reported on the refreshed approach to working with the Prevent agenda at LTU that has been adopted in 2020/21, plans moving forward and the draft annual statement for approval and submission to the OfS and the Board discussed approval of speakers and government's developing policy on freedom of speech.

6960 The Board approved the Prevent – Annual Return for submission to the Office for Students. **Approved for submission to OfS**

#### **Degree Outcome Statement**

6961 **Received** a report and Degree Outcomes Statement 2019/20 from the Deputy Vice-Chancellor (DVC) (G 21/94).

6962 The DVC reported on the statement and made reference to AASE Committee considerations (AASEC minutes 8 -15 apply) who noted the statement at their meeting on 11 November and recommended it to the Board for approval in best practice terms.

6963 The Board noted the report and approved the Degree Outcome Statement for publication on the University's website. **Noted Approved**

## Quality Assurance – Annual Accountability Return

- 6964 **Received** the detailed and comprehensive Quality Assurance – Annual Accountability Return from the Director of Academic Quality & Standards presented by the Deputy Vice-Chancellor (DVC) (paper G 21/95).
- 6965 The DVC reported on the return and made reference to AASE Committee considerations (AASEC minutes 23 -28 apply) who approved the return at their meeting on 11 November and recommended it to the Board for approval.
- 6966 The Board thanked Mr S Booth-Malone for his work on the Degree Outcomes Statement and Annual Accountability Return.
- 6967 The Board approved the Quality Assurance - Annual Accountability Return for submission to the Office for Students. **Approved for submission to OfS**

## Institutional Risk

- 6968 **Received** the Risk Register as recommended by the Audit Committee from the Director of Finance & University Secretary (DFUS) (paper G 21/104).
- 6969 The DFUS reported that the risk register is reported to the Board for formal approval on an annual basis in November (as recommended by Audit Committee), reported on the risk approach to Covid over the past 18 months and on the two risks which are rated at the residual level as beyond their risk appetite (Legislation & Regulatory and Student Experience).
- 6970 The Board approved the Risk Register. **Approved**

## Annual Review of Whistleblowing Policy

- 6971 Deferred to the 9th February 2022 Board meeting. **Clerk**

## Professional Services Staff Governor Election

- 6972 **Received** a verbal report from the Clerk on the outcome of the Professional Service Staff Governor Election.
- 6973 The Chair expressed the Boards thanks and appreciation to Mr Haslam for his work as Staff Governor since 23rd April 2017 and informed members that a small token of appreciation will be passed on accordingly.
- 6974 The Clerk reported that the election had taken place between 8<sup>th</sup> and 12<sup>th</sup> November with two candidates standing, that 131 members of professional services staff had voted and that Sophia Milnes (Head of Student Recruitment) had been elected as Professional Services Staff Governor from 1st January 2022 to 31 December 2024.
- 6975 The Board approved the appointment of Sophia Milnes as Professional Services Staff Governor from 1st January 2022 to 31 December 2024. **Approved**

## ITEMS FOR NOTING ONLY

**University International Holocaust Remembrance Alliance definition of anti-Semitism and Islamophobia**

6976 **Received and noted** the University International Holocaust Remembrance Alliance definition of anti-Semitism and Islamophobia from the Vice-Chancellor (paper G 21/108). **Noted**

6977 The VC commented on the expectation that the adoption of the definition is brought to the attention of the Board whilst it will be formally approved by the Academic Board on 2<sup>nd</sup> December.

**Academic Board: Terms of Reference**

6978 The item was deferred to the February 2022 meeting of the Board.

6979 In closing the first part of the meeting the Chair reflected that a social gathering would not be feasible this term due to the current Covid position, outlined the possibility of a social meeting in the New Year, thanked members for their work and support over the autumn term and wished members a healthy and holy Christmas.

The VC and Executive left the meeting at 18:15

**RESERVED MATTERS**

**Remuneration Committee: Report on the meeting held on 4 November 2021**

6980 **Received** a verbal report from the Chair of Remuneration Committee.

6981 [Redacted]

6982 [Redacted]

6983 [Redacted]

6984 [Redacted]

6985 [Redacted]

6986 [Redacted]

[REDACTED]

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[REDACTED]

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[REDACTED]

**Senior Remuneration – Annual Statement by Remuneration Committee for Board of Governors**

6990 **Received** a report from the Chair of the Remuneration Committee which sought approval for the Senior Remuneration – Annual Statement by the Remuneration Committee to Board in line with the requirements of the CUC Code (paper G 21/110) as recommended by Remuneration Committee.

6991 The Board approved the Remuneration Committee’s Annual Statement.

**Approved**

**Any Other Business**

6992 None

**Date of next Meeting**

6993 The Board of Governors will be held on Wednesday 9 February 2022 at 10am as a Teams meeting.

**Meeting closed at 18:31**