

**Approved Minutes**

**Present**

Mr Graham Raikes MBE (Chair)	Independent Governor	GR
Mr John Searson (Deputy Chair)	Independent Governor	JS
Dr Greg Borne	Academic Staff Governor (Senate Elected)	GB
Mr Stephen Criddle OBE	Independent Governor	SC
Miss Lauren Edwards	Student Governor (Marjon Student Union President)	LE
Mr Matt Evans	Independent Governor	ME
Mr Alex Hawtin	Independent Governor	AH
Mrs Victoria Holbrook	Independent Governor	VH
Mrs Ruth Mounstephen	Independent Governor	RM
Rev'd Preb Prof Gina Radford	Independent Governor	GiR
Prof Gary Shum	Academic Staff Governor	GS
Mrs Jackie Westerman	Independent Governor	JW

**In attendance**

Rt Rev'd Dr Tim Dakin	Co-opted Board Member	TD
Miss Katherine George	Co-opted Board Member	KG
Rev'd Michelle Parkman	University Chaplain	MP
Mrs Jessamie Thomas	Governance Officer (note taker)	JT

**In attendance (SMT members)**

Prof Michelle Jones	Deputy Vice-Chancellor	MJ
Mr Simon Arthurs (from item 4)	Chief Operating Officer & Director of Finance	SA
Mr Stephen Plant	University Secretary & Registrar	SP

**1. Welcome, Apologies & Declarations of Conflicts of Interests**

- 1.1 The Chair, Graham Raikes, welcomed colleagues. GR thanked the Board of Governors (BoG) for their flexibility in switching the meeting from on-campus to virtual, due to a sharp rise in COVID levels regionally.
- 1.2 At GR's invitation, University Chaplain, Rev'd Michelle Parkman, opened the meeting with a prayer. Further to this, MP provided details of a fundraising event organised by Marjon Student Union (MSU), Marjon's Theatre Group and the Chaplaincy in aid of victims of the war in Ukraine.
- 1.3 Apologies were received from Prof Rob Warner, Kate Doodson, Esther Tonna-Morgan, Prof Patricia Hind and Emma van der Lugt.
- 1.4 Written declarations of interest were contained in Part C, within the Register of Interests. The standing declaration of Matt Evans, whose employer hired office space on campus, was noted. The Chair invited attendees to provide any updates; no new declarations were made.
- 1.5 GR asked if colleagues wished to 'unstar' any items in Part B. None were identified. GR invited a brief discussion of items in Part B, commending the range of information provided.

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Items 8 and 9 were approved. GR wished to record BoG's thanks to contributors of reports.

**ACTION: JT**

#### **2. Report from Vice-Chancellor**

- 2.1 The report was received. GR invited Deputy Vice-Chancellor, Prof Michelle Jones, to present an overview.
- 2.2 MJ suggested that the report be taken as read, noting the key areas covered: Marjon's Growth; staff update; inflation; student update; campus developments. MJ invited questions from BoG.
- 2.3 MJ praised the dedication of staff and provided commentary on the staffing position and the implementation of Business Continuity Planning where appropriate. In response to the increasing levels of COVID regionally, guidance was being issued to staff so as to minimise the spread of COVID.
- 2.4 MJ provided an update on student activity on campus, including the study cycle, the use of study space, the success of Varsity (with spectators allowed again this year) and upcoming events.
- 2.5 MJ commented on the Augar Review which confirmed that the student fee would remain at the same level until 2024-25. Efficiencies would need to be identified given that the student tuition fee would remain the same. Marjon's positive student recruitment trajectory which would help address the challenge.
- 2.6 MJ noted that the healthcare education plans highlighted the potential for transformative growth and provided an update on these.
- 2.7 MJ noted higher education policy commentary on the Government's Spring Budget Update, with its proposed changes to student loan repayments meaning that graduates would be amongst the biggest losers of the budget. Marjon would continue its values-based recruitment and explore upskilling opportunities beyond graduation so that graduates could continue to thrive in a changing world.
- 2.8 MJ welcomed the fact that the Government's funding settlement for Research and Development was above inflation. MJ was pleased to note the launch of the first five year strategy for UK research under an umbrella body of 'UKRI' and provided an update on Department for Business, Energy and Industrial Strategy (BEIS) funding settlement. The timing for Marjon was helpful as was ambition to ensure regional widening of funding opportunities outside of London and the Southeast. The outcome of first submission of Research Excellence Framework was anticipated; this would impact league table position and provide an annual income linked to the REF outcome in the form of quality related research funding.
- 2.9 MJ provided an update on income from four research funding pots, detailing projects which had been funded and the impact of these on Marjon's students and region. MJ noted the University's pride in its research development success over the last three years and the credibility this was bringing regionally and nationally. MJ outlined further potential to be realised, around growth, upskilling and place/space initiatives, all of which were rooted in the University's values and reflected the transformative power of education to change lives and tackle social inequalities.

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- 2.10 GR thanked MJ for her update. GR commended MJ on the significant achievement which the University's first-ever REF submission represented.
- 2.11 In response to a question around student and staff wellbeing, MJ acknowledged that the approaching Easter break would be welcome. Morale remained strong and staff were committed to supporting Marjon's community. From the students' perspective MJ commented on heightened anxiety arising from challenging situations: the war in Ukraine, emerging from the constraints of COVID. Resources had been increased to provide counselling and wellbeing support. MJ provided information on Marjon Balance programme which supported staff. BoG's afternoon strategy session would focus on Sport and Physical Activity an important aspect for student wellbeing.
- 2.12 MP noted the strength which arose from the whole Marjon community working together and supporting one another.
- 2.13 GR noted that students in different years of study inevitably had a different perception of their University experience, given the onset and impact of COVID and the challenges these had presented. GR commended the support which MSU offered to students, for example via workshops to promote more confident social interaction and invited Student Governor, Lauren Edwards to describe the impact of these.
- 2.14 University Secretary & Registrar, Stephen Plant, commented on the prevalent sense of community spirit. He noted that, for example, during the lockdown the Initial Teacher Training (ITT) population had retained a presence on campus which had given a resilience in terms of community and which had allowed Marjon to maintain a sense of community in ways which other Higher Education Institutions (HEIs) may not have done.
- 2.15 MJ was thanked for guiding BoG through the Vice-Chancellor's comprehensive report and for highlighting other key priority areas for which she had responsibility.

**3. Report from Marjon Student Union (MSU) President**

- 3.1 The report from Student Governor and Marjon Student Union (MSU) President, Lauren Edwards, was received. GR invited LE to present an overview.
- 3.2 LE noted the positive atmosphere during Varsity, highlighting the sportsmanship on both sides (Plymouth Marjon University and University of Plymouth).
- 3.3 LE provided an update on the MSU presidential election, the result of which would be announced later.
- 3.4 LE provided further information on the fundraising event which had been held for Ukraine.
- 3.5 LE confirmed that MSU was operating within budget and provided details of the position.
- 3.6 The planning behind the May Ball, a highpoint of the social calendar, was progressing.
- 3.7 LE was thanked for her report and summary. Noting this was her final full Board meeting, GR recorded BoG's thanks to LE for her tremendous contribution over her two year tenure. LE was commended for the effective collaboration which she had helped to promote between the University and MSU.
- 3.8 In response to a question as to how the BoG could work effectively with her successor, LE highlighted the benefits of encouraging the incoming President to attend meetings as an observer in advance of their role commencing. **ACTION: JT**

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3.9 LE particularly commended the support offered to her by the Chair and by the Governance Secretariat.

3.10 LE was thanked for her report and update.

#### 4. Finance Update

- **Management Accounts (Mid-Year Review)**

4.1 The report was received. GR invited Chief Operating Officer and Finance Director, Simon Arthurs, to present an overview.

4.2 SA reminded BoG that an investment budget had been set. SA summarised the mid-year review analysis and provided detailed rationale for the position. Monitoring of the position would continue to be carried out by the Finance & Resources (F&R) Committee, which would meet in April and June.

4.3 SA noted that the appointment of a Commercial Manager would help the University to identify and develop opportunities for revenue generation.

4.4 SA reminded BoG that when the Ground Source Heat Pump (GSHP) grant funding passed through the revenue account it would result in a presentational surplus of £3.5m being recognised. The project was nearing completion. The contingency spend remained within budget. The final grant claims were on track to be submitted as per the required deadline.

4.5 SA detailed the work being done to contain the capital spend.

4.6 SA provided information on the debt finance position.

4.7 It was noted that a health education grant of £300k had been awarded. BoG **APPROVED** the addition of this capital grant to the capital programme, as had previously been authorised via Chair's Action, noting that it would need to be spent by 31 March 2022. It was suggested that F&R Committee review the Scheme of Delegation within the Financial Regulations to increase the level of grant award which the Chair of Board and Chair of F&R could authorise, so as to streamline the grant approval process going forward. **ACTION: SA**

4.8 SA provided an update on the potential acquisition of the Studio School, a building located at the entrance to the Plymouth Marjon University Campus owned by the Department for Education (DfE). BoG noted that the option to take out a loan, to cover this and also potentially to cover the cost of constructing the Quad Terrace, would be explored by F&R Committee, with recommendations to then be brought back to BoG for formal approval. SA provided an overview of his dialogue with the bank. BoG confirmed that exploring the option of taking out a loan was a sensible approach.

4.9 BoG agreed that the proposed purchase price parameters represented value for money and discussed the way this acquisition would benefit Marjon's students going forwards.

4.10 SA was asked whether the University recorded the savings made by initiatives to reduce its carbon footprint, and whether these were being used in literature and in conversations around carbon neutrality. SA confirmed the reporting which was taking place, including the submission of a carbon heat management plan to Salix and annual updates following the Solar panels/LED lights installation. SA noted the counterfactual savings estimated from the GSHP.

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- 4.11 MJ commented on the positive impact that Marjon’s ‘green credentials’ were having on student recruitment and MJ provided details of the University’s ongoing focus on sustainability.
- 4.12 SA provided an overview of the University’s investment fund position. A report would come to F&R Committee in April. In response to a question, SA confirmed that he would instruct the fund manager to check investments in compliance with Government directives, following Russia’s invasion of Ukraine, in line also with Marjon’s values. SA confirmed that this checking procedure would flow through to the supply chain not just investments.
- 4.13 SA was thanked for his summary.

*A 10 minute break was taken at this point.*

- **Business Planning Update**

- 4.14 The report was received. GR invited SA to present an overview.
- 4.15 SA reminded BoG of the rationale behind the business planning process and provided an update on the current position. An update would be brought to Finance & Resources Committee, with the plan to be presented to the July BoG meeting.
- 4.16 SA reminded BoG that the position had been carefully assessed BoG M2, the meeting dedicated to the consideration and approval of the Annual Financial Return to the Office for Students. SA confirmed that careful monitoring of assumptions continued to take place.
- 4.15 SA confirmed that Academic Schools had completed their three year projections and Professional Services planning was in progress in response to the academic plans.
- 4.16 BoG noted the progress of the three year business planning process from 2022/23 and was satisfied with the position.
- 4.17 SA was thanked for his report.

## **5. Report from Committees**

- **Report from Audit Committee**

- 5.1 GR noted that the Chairs Discussion Group, Audit Committee and Governance & Nominations Committee had convened since BoG M3. It was noted that BoG had received a detailed financial update at item 4, and the minutes of Governance & Nominations Committee were contained in Part C. GR invited Deputy Chair of Audit Committee, Stephen Criddle OBE, to provide an update on Audit Committee M2, 10 March 2022.
- 5.2 SC provided an overview of the matters discussed by Audit Committee, which included a report on the Regulatory Compliance review conducted by internal auditors PricewaterhouseCoopers. There were two findings (one medium risk and one low risk) and the Committee was satisfied with management’s approach to addressing these, noting also the areas of good practice identified. SP noted that the audit was in response to a requirement of the Office for Students B3 condition of registration. BoG was satisfied with the position.
- 5.3 Committee effectiveness had been discussed and confirmed; this being endorsed by the Audit 360 survey which sought the views of internal/external auditors as well as SMT attendees.

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- 5.4 SP confirmed that a review of governance had been completed by PwC, to map the University's compliance with the CUC HE Code of Governance. A report would come to Audit Committee M3 in June and BoG M4 in July.
- 5.5 SC provided an update on the auditors' tender process, confirming that both himself and the Audit Committee Chair had been panel members and were content with the way the process had been conducted. A report was included in Part B. BoG noted that the process had identified the optimum external auditors with a recommendation to come regarding internal auditors. BoG **AGREED** to delegate to the Chair, Chair of Finance & Resources Committee and Chair of Audit Committee the approval of both sets of auditors based on the audit tender process recommendations, with a full report to be brought to BoG in July.
- 5.6 It was noted that the outstanding action log was regularly cleared and actions closed off.
- 5.7 SC was thanked for his update. GR commended the thorough approach of the Committee.
- 5.8 GR presented an overview of the Chairs Discussion Group meeting's discussions. This included an update on the proposed revisions to the Articles of Association, which had been approved by BoG in January 2022 and were being considered by the Bishop of Exeter, the University's patron.
- 5.9 GR noted that the Chairs had discussed opportunities to develop stakeholder engagement, notwithstanding the impact of COVID19 which continued to thwart some event planning.
- 5.10 Following a discussion on the information presented to BoG in reports, it was suggested that reporting by exception against KPIs would be the preferred approach, focusing on items for decision rather than information. It was suggested that a summary monthly KPI tracker would be helpful.
- 5.11 The focus of Strategy Sessions was discussed. It was felt that these had been insightful and had prompted valuable conversations; it was suggested that external input could enhance these further. The distinction between strategy sessions and briefing sessions was discussed. With regard to the latter, GR reminded BoG of the online library of recordings and how these corresponded with the annual cycle of the BoG's work. The next induction/development session would be in June.
- 5.12 The Governance Secretariat was complimented on its work, particularly with regard to the structuring and refinement of agendas and papers, timely and effective communications and the ongoing responsiveness to requests, so as to support BoG and allow members to focus on key issues.
- 5.13 MJ confirmed that academic governance was conducted through Senate. BoG members were invited to attend Senate meetings. Minutes were included in Part C for information.

### **6 Board Membership and Succession Planning**

- 6.1 The report was received. GR invited SP to present an overview.
- 6.2 SP confirmed that BoG membership was a standing item at Governance & Nominations Committee meetings. The Committee's discussions focused on identifying priority areas (currently finance, health and construction), skills audit findings and diversity grids.
- 6.3 GR requested BoG's support in identifying potential candidates. **ACTION: ALL.** It was suggested that conversations with the alumni network could be beneficial, plus engagement with business networks and local employers and organisations. It was suggested that

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vacancies should be advertised externally, to attract as diverse a pool of candidates as possible and from outside the region. It was noted that the meeting schedule with a combination of meetings on campus and virtually was helpful in facilitating wider participation, particularly given that Marjon's BoG members were not paid and many were fitting in BoG business around their professional commitments.

- 6.4 SP reminded BoG that six places on the BoG were filled by candidates proposed by the Diocese of Exeter and the National Society and liaison would continue so that suitable candidates could then be identified for consideration by Governance & Nominations Committee.
- 6.5 BoG concurred that the approach of recruiting co-optees was working well, to provide co-optees with the opportunity to familiarise themselves with the work of BoG before being considered as full BoG members. The contribution of co-optee Victoria Hatton to the work of Audit Committee was commended. Following discussion, and noting her skills and professional background, BoG **AGREED** that Victoria Hatton should be invited to join the BoG as a full member. Details of her start date and BoG membership category would be confirmed in due course by Governance & Nominations Committee. JT would correspond with Victoria Hatton. **ACTION: JT**
- 6.6 Following discussion, so as to avoid a number of BoG members' terms of office concluding at the same time, BoG **APPROVED** Governance & Nominations Committee's recommendation to extend the tenure (within approved limits set down in the Articles) of governors approaching the end of their second term.
- 6.7 GR summarised Governance & Nominations Committee's discussion of the AdvanceHE Board Diversity Toolkit, which contained useful guidance and practical advice on how to develop greater diversity of membership and thought.
- 6.8 GR thanked SP for the report and update.

#### **7. Reserved Business – See RB minutes.**

##### **Close**

GR invited colleagues to consider whether any of the meeting's discussions impacted on the current risk register; none were identified.

In closing the meeting, GR thanked BoG for their support and challenge. He looked forward to reconvening in the afternoon for BoG's Strategy Session on Marjon Sports Federation.

##### **Part B**

The following reports were received and approved:

8. Minutes of Previous BoG Meeting (18 November 2021 M1 and 27 January 2022 M2) were received as an accurate record and **APPROVED** with no amendments.
9. Health and Safety Policy was **APPROVED**  
The following reports were received for information:
10. Matters Arising from Previous Meeting
11. Internal and External Audit Tenders
12. Estates Update
13. Strategic Risk Register
14. Marjon Student Union Constitution (amendment)

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15. Access and Participation Update
16. Data Protection and FOI Annual report
17. UUK Guild HE Admissions Code of Practice
18. TRAC Return
19. Annual Financial Return
20. CUC HE Senior Staff Remuneration Code (revised November 2021)
21. Meeting Dates for 2022-23
22. *See RB minutes*
23. *See RB minutes*
24. *See RB minutes*

**Part C**

The following reports were received for information with no queries:

CUC HE Senior Staff Remuneration Code (Revised November 2021)

The Postgraduate Taught Experience Survey (PTES) 2021

Minutes of Committees/Sub-Committees:

(a) Audit Committee 05.11.2021;

(b) Estates Project Group 16.11.2021 (unapproved);

(c) Finance & Resources Committee 21.01.2022 (unapproved);

(d) Governance & Nominations Committee 02.03.2022 (unapproved);

(e) Senate 06.10.2021; 08.12.2021

Notes and presenter feedback from Board Strategy Sessions: M1 29.09.2021; M2 18.11.2021

Register of Interests