

**Approved Minutes**

**Present**

Mr Graham Raikes MBE (Chair)	Independent Governor	GR
Mr John Searson (Deputy Chair)	Independent Governor	JS
Mrs Emma van der Lugt (Deputy Chair)	Independent Governor	EvdL
Prof Rob Warner	Vice-Chancellor	RW

Dr Greg Borne	Academic Staff Governor (Senate Elected)	GB
Mr Stephen Criddle OBE	Independent Governor	SC
Miss Lauren Edwards	Student Governor	LE
Mr Matt Evans	Independent Governor	ME
Mr Alex Hawtin	Independent Governor	AH
Prof Patricia Hind	Independent Governor	PH
Mrs Victoria Holbrook	Independent Governor	VH
Rt Rev'd Nick McKinnel	Independent Governor	NM
Rev'd Prof Gina Radford	Independent Governor	GiR
Prof Gary Shum	Academic Staff Governor	GS
Mrs Lynn Tamsett-White	Professional Services Staff Governor	LTW
Mrs Jackie Westerman	Independent Governor	JW

**In attendance**

Ms Laura Butler	Student Engagement Officer	LB
Mr Joe Lynch	Deputy President, Marjon Student Union	JL
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
Mrs Katy Willis	Pro Vice-Chancellor (Student Success)	KW
Mr Simon Arthurs	Director of Finance & IT	SA
Mr Stephen Plant	University Secretary & Registrar	SP
Mrs Lucy Pengelly (Items 7 & 8)	Director of People & Organisational Development	LP
Mr John Bailey (Items 2 & 3)	Director of Estates	JB

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#### **1. Welcome, Apologies & Declaration of Conflicts of Interests**

- 1.1 The Chair, Graham Raikes, welcomed colleagues. At GR's invitation, University Chaplain, Rev'd Michelle Parkman, opened the meeting with a prayer.
- 1.2 Apologies were received from Kate Doodson, Jacynth Ivey MBE and Ruth Mounstephen.
- 1.3 Written declarations of interest were included in Part B. The 'standing declaration' of Matt Evans, whose employer hired office space on campus, was noted. Victoria Holbrook reminded colleagues that her employer, AdvanceHE, administered the Athena Swan charter which formed part of the People Strategy to be discussed at item 7.
- 1.4 The Board of Governors (BoG accepted as given, for information, the papers forming Part C. These were the supporting papers regarding item 3, Estates Update.
- 1.5 GR asked if colleagues wished to 'unstar' any of the items in Part B which were for information; none were identified and they were accepted as given.
- 1.6 GR thanked Governance Officer, Jessamie Thomas, for her contribution to the high quality of papers.
- 1.7 GR congratulated Deputy Vice-Chancellor, Prof Michelle Jones on the landmark achievement of finalising the University's inaugural Research Excellence Framework (REF) submission (item 18).
- 1.8 In response to a question, Pro Vice-Chancellor (Student Success), Katy Willis, confirmed that, further to her report (item 20), an Access & Participation Plan update would come to the next BoG meeting.
- 1.9 GR invited University Secretary & Registrar, Stephen Plant, to summarise the University's response to Office for Students (OfS) Quality & Standards consultation (item 22). SP confirmed that the University's position was broadly sector consistent, including with Universities UK (UUK) institutions; the response had been produced in conjunction with Cathedrals Group and with reference to GuildHE position.
- 1.10 With regard to Part B, for decision, GR unstarred the following, which required BoG approval:
  - 11(a) As required by the CUC HE Code of Governance (2020), BoG considered its position regarding Senior Independent Governor (SIG). BoG concluded that a SIG role per se would not enhance governance arrangements, given that this function was effectively fulfilled by two joint Deputy Chairs. BoG confirmed its **APPROVAL** of the existing arrangements, with no SIG role being required.
- 1.11 The following Part B, for decision items were **APPROVED**:
  - Item 12 – Internal and External Audit Tenders – deferral of tendering process for one year; extension of both sets of auditors' contracts by one year (see 2.8).
  - Item 13 – Financial Strategy (see 2.9).
  - Item 14 – Ethical Investment Strategy (see 2.10).
- 1.12 On behalf of BoG, GR thanked Laura Butler for her work as Student Engagement Officer and congratulated her on her future plans.
- 1.13 Noting that this would be the final scheduled BoG meeting which Joe Lynch would attend, on behalf of BoG, GR thanked Joe for his work as Dep President of Marjon Student Union (MSU). It would not be known until the next day whether Lauren Edwards would continue

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for a second term as MSU President, and she was thanked for her contribution to the work of the University and BoG.

#### **2. Financial Update**

- 2.1 The report from Director of Finance & IT, Simon Arthurs, was received.
- 2.2 SA noted that the 2020/21 Management Accounts (Mid-Year Review Q2/P6) showed the position as of January, which was therefore relatively pessimistic compared with the current position. SA went through a finance briefing presentation which he had prepared for this meeting.
- 2.3 SA provided detailed rationale for downward variations in income compared with the forecast. It was likely that the 'Roadmap' out of lockdown would have a positive impact on income. SA provided details of where expenditure could be contained and further actions which would be taken and carefully managed with a view to bringing the budget back on track.
- 2.4 SA reminded BoG that this was an accounting position rather than a cash position and depreciation and FRS102 staffing adjustments were yet to be incorporated. Later in the meeting, incurring professional fees would be discussed and SA explained that these would come from cash account but go into suspense and be capitalised once the asset had been built and spread through depreciation across future years. In response to a question, SA confirmed the likely approximate cash position, if the budget were not successfully brought back on track. BoG was satisfied with the position.
- 2.5 SA confirmed that the budget was in line with the Annual Financial Return (AFR), approved by BoG in January; SA confirmed this had been submitted on time. The finance team was working through business planning to identify priority areas. SA would bring business planning process update to Finance & Resources (F&R) Committee in April and June, leading to BoG decision to approve the budget in July, which would be a provisional budget (as last year) releasing the budget in full in November once student numbers were confirmed. Although there were positive signs regarding student applications, these would not be incorporated into the budget forecast until they 'converted' to firm accepts.
- 2.6 SA noted a change to the regulatory reporting framework in that the approval deadline of OfS TRAC return had been set back due to Covid, so was out of sequence with F&R Committee schedule; F&R Committee would normally approve this return (as per Terms of Reference). This is a 'backward looking' return based on HESA analysis included in the AFR. BoG **AGREED** to authorise GR and Chair of F&R Committee, Alex Hawtin, to approve the return (following scrutiny with SA and Head of Finance) to then be signed off by the Vice-Chancellor, Prof Rob Warner (Chief Accountable Officer).
- 2.7 SA noted that in response to a recent 'Pulse Survey', ways of streamlining tasks so they were less onerous had been looked at, which included an amendment to purchasing limits, without compromising value for money.  
*Prof Patricia Hind joined the meeting.*
- 2.8 With regard to item 12, SA summarised the rationale behind the recommendation that internal and external auditors' tender process be set back by one year, to provide continuity during this period of, it was hoped, transition out of Covid-19. This would result in the

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extension of the current internal and external auditors' contracts by one year. Emma van der Lugt, Chair of Audit Committee, confirmed the committee's awareness of the need to refresh relationships with auditors, but this was balanced by a view that it would be sensible to defer the process by one year, given the unusual circumstances and the strong track record of both sets of auditors. BoG confirmed its approval of the deferral of the tendering by one year (to March 2022) and the extension of internal and external auditors' contracts by one year.

- 2.9 With regard to item 13, Financial Strategy, SA reiterated its purpose of setting out the University's approach and principles. It incorporated an action plan, which would be refreshed annually and KPIs/targets would be incorporated. SA reminded BoG of the six pillars that underpinned the University's financial affairs and the approach of covering annual costs through annual income, to build financial resilience. GR thanked SA for his work on this and BoG confirmed its approval.

*Rev'd Prof Gina Radford joined the meeting.*

- 2.10 With regard to item 14, Ethical Investment Strategy, SA reminded BoG of its key principles, which had been established in close consultation with BoG over a period of time, through workshops, discussions and presentations. The Strategy reflected the targeted intention to divest in fossil fuels which would be completed by the end of the financial year. BoG confirmed its approval.

*Matt Evans left the meeting briefly.*

### **3. Estates Update**

- 3.1 The report was received. GR invited RW to summarise and Director of Estates, John Bailey would respond to any questions regarding the technical elements of the proposals.

- 3.2 Noting that the University owned the freehold of the Nuffield site adjacent to Marjon's campus, RW summarised the position laid out in the report and the professional advice received regarding its sale. F&R Committee had scrutinised the proposal the previous week. BoG **AGREED** to instruct JLL to negotiate the sale of the freehold of the Nuffield site; BoG **AGREED** that F&R Committee be authorised to approve the final offer prior to proceeding to completion.

- 3.3 With regard to the North Quad Terrace, RW reminded colleagues that BoG had previously approved this project, which formed part of the Campus Development Plan (CDP). Planning permission would expire in November 2022, estimated build time was six months. Estates Project Group (EPG) and F&R Committee had discussed completion dates which would afford maximum benefit for students, with the optimum completion time being confirmed as Easter. RW reiterated the many benefits which this project would provide, to students, staff and stakeholders. BoG **AGREED** that, subject to confirmation of the capital funding released through the sale of Nuffield site freehold, the building of the North Quad Terrace project should commence. Exact timing would come back to BoG for final approval.

- 3.4 RW summarised the rationale behind the proposal that the University adopt, as a default position, the Passivhaus approach in implementing the CDP, from the outset. RW confirmed that this had been discussed at EPG and F&R Committee, with cost benefit analysis scrutinised

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alongside environmental benefits and noted the importance of this being the approach from the very start.

- 3.5 RW invited John Searson, Chair of EPG, to explain EPG's key rationale for supporting this proposal; JS emphasised the sense of moral imperative given the climate emergency and the BoG's duty to make the very best decisions for future generations. Noting Passivhaus' environmental credentials, relative simplicity, less propensity to technical issues, EPG's clear recommendation to F&R Committee which now came to BoG was to adopt this approach in order to ensure environmental priorities and sustainability were driving the decision-making process. JS summarised the uplift in costs, and it was noted that these should be recouped quickly given the approach of being owner-occupiers.
- 3.6 JB shared a slide from a presentation which he had delivered to EPG and F&R Committee which resoundingly demonstrated Passivhaus approach's energy credentials and reinforced its position of being the most consistent way of achieving low energy buildings. JB shared images of the modern stylish buildings that could be built and noted that Exeter City Council had adopted Passivhaus as their means for building and JB shared an invitation to BoG members to visit Passivhaus developments in that area.
- 3.7 JS noted that Plymouth City Council, through Plymouth Community Homes, had built a number of properties to the Passivhaus standard, signalling that there was good practice and support locally.
- 3.8 Dr Greg Borne, Chartered Surveyor, confirmed the view that Passivhaus was an extremely good system.
- 3.9 BoG **AGREED** that that the University adopt, as a default position, the Passivhaus approach in implementing the CDP, from the outset.
- 3.10 RW summarised the proposal to launch the construction framework (RIBA Stages 1 & 2) for the New Halls of Residence project, part of the CPD and already approved by BoG in principle. The reasonable target for opening new halls would be September 2024. RW provided context for the need to initiate this project, considering student recruitment projections, students' preference for being on campus, Marjon's role as preferred landlord, the condition of the current provision.
- 3.11 It was noted that it would be useful to analyse whether increasing accommodation on campus for second and third years would aid retention/progression. It was suggested that this analysis should be wider than assessing students' current (Covid-influenced) behaviours to gauge a broader picture. **ACTION: KW**
- 3.12 The importance of providing high quality accommodation was endorsed by BoG. This, coupled with the cost of maintaining older halls, made initiating the New Halls project now the appropriate step to take. BoG **AGREED** to commence RIBA Stages 1 & 2 for New Halls of Residence project; this would require an increase to the capital budget this year of £312k.

#### **4. Report from Marjon Student Union (MSU) President**

- 4.1 The report was received. GR invited Lauren Edwards, Student Governor/MSU President to summarise.
- 4.2 LE confirmed there was a range of ongoing activity to support students, notwithstanding the constraints of Covid-19. Students had been returning to campus. A celebration of Marjon's

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women had taken place. Discussions were ongoing regarding the feasibility of holding a May Ball. Sports would resume shortly, which was greatly anticipated.

- 4.3 The MSU Presidential election was underway, with strong levels of engagement, JL confirmed that both hustings had gone well. Election results would be announced the following afternoon.
- 4.4 In response to a question as to areas which BoG should pay particular attention to, to support students, JL flagged the importance of student voice, with students understanding more about how HEIs work and therefore having clearer expectations. JL felt that Marjon had supported students exceptionally well, which was recognised by students, and going forward students would be likely to feel more confident about vocalising areas where they would like further support.
- 4.5 In response to a question as to whether LE and JL had feedback for BoG, reflecting on their experience, LE noted that it would be helpful to promote greater understanding across the institution of the role and remit of MSU officers. Once Covid restrictions were lifted, BoG members would be keen to meet on campus to further their understanding of the work being done on the ground.
- 4.6 LE and JL were congratulated on their brilliant work this year under very difficult circumstances.

### **5. The Role of Chancellor**

*At GR's invitation, Rt. Rev'd Nick McKinnel withdrew from the meeting.*

- 5.1 The report was received. GR summarised discussions which had taken place over a number of years in order to establish the profile of the optimum candidate and refine the job descriptor. GR and RW were delighted to bring proposals to this meeting which they felt confident satisfied both these objectives.
- 5.2 The profile of Rt. Rev'd Nick McKinnel, Bishop of Plymouth, was included at Appendix B. GR summarised ways in which he felt NM's experience and approach matched the role requirements. GR and RW highlighted the high esteem in which he was held by Marjon, locally and across the region, his exceptional ability to communicate both with those who identified as Christian and those who didn't and his enduring support of Marjon and respect he received from the staff and student body. NM was the longest serving of the current Board members; his second term of office as Diocesan Nominated Governor was due to expire on 18 September 2021.
- 5.3 RW and GR had informally approached NM, who had confirmed that on the expiry of his term as governor, he would be honoured to accept this role, were the BoG to support the proposal. Bishop Robert (Bishop of Exeter; Patron of the University) while not responsible for approving the decision, had expressed his support.
- 5.4 The length of the Chancellor's term of office was discussed. It was suggested that the level of commitment which the role required meant BoG should remain attentive to the duration of incumbents' terms of office, to ensure that the relationship remained dynamic and meaningful.

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- 5.5 Given that this was an inaugural appointment, the recommendation that this be a three year term in the first instance, with the possibility of renewal, if mutually agreeable, for a further term of up to five years, was **AGREED**.
- 5.6 It was **AGREED** that thereafter, future Chancellors would be appointed for a five year term, with the possibility of renewal, if mutually agreeable, for a second term of five years.
- 5.7 BoG **APPROVED** the Chancellor role descriptor at Appendix A.
- 5.8 BoG **APPROVED** the appointment of Rt. Rev'd Nick McKinnel as the University's first Chancellor with effect from autumn 2021 (date to be confirmed). A formal announcement would be made nearer the time.
- 5.9 It was suggested that consideration be given to establishing a values-based approach going forward to help identify future potential candidates. RW asked that this be an agenda item of next Governance & Nominations Committee meeting. **ACTION: JT**
- 5.10 With regard to the Diocesan Nominated Governor vacancy which would arise on the expiry of NM's term of office, RW updated BoG on discussions he had held with the Bishop of Exeter. BoG noted, and was content with, the proposal that, while not ex officio, this vacancy would be held, for the time being, pending an update on succession plans for the Bishop of Plymouth vacancy which would arise on NM's retirement from that role in due course, in case that person had the interest and appropriate skills to bring to the governor role.

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

*Matt Evans and Rt Rev'd Nick McKinnel re-joined the meeting. Laura Butler joined the meeting.*

### **6. People Strategy and Update**

- 6.1 The report was received. GR invited Director of People & Organisational Development, Lucy Pengelly to summarise.
- 6.2 LP reminded BoG of the Strategy's development and the discussions which governors had held at both BoG and People & Organisational Development Sub-Committee level, to help refine the Strategy, KPIs and action plan.
- 6.3 The increased prominence of EDI was noted.
- 6.4 It was suggested that KPIs, particularly around essential areas including communications, could be even more ambitious, focused through a lens of 'what would good really look like'. It was suggested that some KPIs may be too specific, and not need a percentage figure. LP would consider this further.
- 6.5 It was suggested that to avoid staff becoming survey-weary, a mixture of methodologies, some deep dive, could be effective.
- 6.6 The People Strategy was **APPROVED**. LP was commended on her great work.
- 6.7 GR invited LP to update BoG on the staff 'Pulse Survey' which had recently been issued to all staff. The aim had been to gauge staff's response to workload through the challenges of the pandemic and if there were any adaptations which could be made. LP noted that she met fortnightly with union representatives, who had been consulted on the survey.
- 6.8 LP confirmed that there had been an excellent response, with a number of suggestions received, some of which had already been implemented.

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- 6.9 LP noted that a flexible working policy would be reviewed and a ‘future way of working’ Pulse Survey would be issued to establish working practices and preferences.
- 6.10 In response to a question on Marjon’s approach to addressing stress due to workload, LP confirmed the ongoing work being done to identify where this could be eased, with processes being streamlined or automated where possible. LP confirmed the strong support mechanisms available which staff were encouraged to access at the earliest opportunity. LP confirmed that staff had a quiet space on campus which they could access if they wished. The support provided by the Chaplaincy was also noted. It was noted that the nature of a small University meant that some staff had a greater breadth of responsibility than may occur in larger HEIs. LP would reflect further on governors’ suggestions around empowering middle management and removing bureaucracy.
- 6.11 LP was thanked for her update and for the responsive approach to addressing survey findings.

### **7. Mental Health and Wellbeing Strategy and Update**

- 7.1 The report was received. GR invited KW to summarise.
- 7.2 KW reminded the BoG of the Strategy’s approach and remit. KW noted that students’ mental health and wellbeing was an area discussed at Audit Committee and included in the Risk Register. KW noted that students were expressing great interest in this area and she felt confident that the Strategy would be welcomed.
- 7.3 It was noted the Head of Student Support and Wellbeing, Jenny Barnicoat, would retire at the end of the academic year. JB’s tremendous work was noted and KW updated BoG on the recruitment of her successor.
- 7.4 KW was commended on the comprehensive approach and clarity of the Strategy. KW confirmed it would be communicated in manageable chunks, not simply by signposting the full Strategy.
- 7.5 KW confirmed that the students and staff would also be directed to a wide range of well-tested resources that exist already
- 7.6 RW suggested the further consideration of the areas covered by this Strategy could take place at the Board’s Strategy Day in July. **ACTION: RW/GR**
- 7.7 The Mental Health and Wellbeing Strategy was **APPROVED**. KW was commended on her great work.

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

- 8.1 The report was received.
- 8.2 GR thanked RW for his report and invited him to summarise. Given the time constraints, RW proposed that the meeting move on to item 9, and questions could either be addressed afterwards or emailed to him for consideration and responses shared. BoG was content with this approach.

*The agenda was re-ordered to take Item 11b here, it being more practical to accommodate at this point in the meeting the requirement that certain governors withdraw from the meeting. Please see minute 11b below for details of discussions/decisions.*



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Student Governor, Staff Governors and attendees were thanked for their attendance and contributions and asked to withdraw from the meeting for Reserved Business.

#### **9. 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 main part of the meeting, GR thanked BoG for their support and challenge.

##### **Part B**

The following reports were received and approved:

10. Minutes of Previous BoG Meetings (19 November 2020 M2; EBoG 16 December 2020; EBoG 29 January 2021 - the minutes were received as an accurate record and **APPROVED** with no amendments. The Chair's Action (to approve the excerpt of the minutes of EBoG 29 January 2021, for the purposes of AFR submission) was **APPROVED**.
  - 11a BoG position regarding Senior Independent Governor was considered; it was **AGREED** that this role would not be required (see 1.10). Confirmation of compliance with CUC HE Code of Governance was received for assurance and noted.
  - 11b Board Membership
    - *At GR's invitation, Matt Evans withdrew from the meeting.*  
BoG noted the report, and **APPROVED** the reappointment of Matt Evans, Directly Appointed Governor, for a second three year term, from 02/12/2021 to 01/12/2024.  
*ME returned to the meeting.*
    - *At GR's invitation, Dr Greg Borne withdrew from the meeting.*  
BoG noted the report, and **APPROVED** Dr Greg Borne's membership of EPG.
    - *At GR's invitation, Stephen Criddle withdrew from the meeting.*  
BoG noted the report, which highlighted Stephen's experience as a qualified chartered accountant; BoG **APPROVED** the appointment of Stephen Criddle, OBE, as Deputy Chair of Audit Committee.  
*SC returned to the meeting.*
- It was suggested that the format of the membership document be reviewed to provide greater clarity. It was also suggested that consideration be given to membership of committees so as to even out the commitment/workload for individual governors. GR confirmed that membership was a standing item at Governance & Nominations Committee meetings.
- 12 Internal and External Audit Tenders – deferral of tender by one year and extension of both sets of auditors' contracts by one year was **APPROVED** (see 2.8)
  - 13 Financial Strategy - **APPROVED** (see 2.9)
  - 14 Ethical Investment Strategy – **APPROVED** (see 2.10)

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The following reports were received for information with no queries:

- 15 Matters Arising from Previous Meeting
- 16 Strategic Risk Management & Risk Register
- 17 REF Submission
- 18 Report from Marjon Student Engagement Officer
- 19 Access and Participation Update and confirmation
- 20 OfS Regulatory Approach 2021
- 21 Response to OfS Quality & Standards Consultation
- 22 External Endorsement of Learning, Teaching and Quality Approach during Pandemic updating cover
- 23 Data Protection & FoI Annual Report
- 24 Prevent Governor
- 25 Meeting Dates 2020-21
- 26 Minutes of committees/sub-committees:
  - (a) Audit Committee 06.11.2020 (approved); 27.11.2020 (approved)
  - (b) Estates Project Group 03.03.2021 (approved)
  - (c) Finance & Resources Committee 14.10.2020 (approved);26.11.2020 (approved); 20.01.2021 (unapproved)
  - (d) Governance & Nominations 09.09.2021 (approved)
  - (e) P&OD Sub-Committee 26.11.2020 (unapproved)
  - (f) Senate 09.12.2020 (approved)
- 27 Register of Interests

### **Part C**

The following reports were received for information, with reference to item 3, with no queries:

- (a) Capital Programme – Affordability
- (b) Investment Update
- (c) Nuffield Site
- (d) North Quad Terrace
- (e) New Halls of Residence
- (f) Passivhaus-Benefits
- (g) Salix Project Update
- (h) Notes EPG M1 03.03.2021
- (i) Notes EPG M2 16.03.2021
- (j) Draft Minutes EO F&R 17.03.2021

A link was provided to the Campus Development Plan (in full and also the Executive Summary).