

**Approved Minutes**

**Present**

Graham Raikes, MBE (Chair)	Independent Governor	GR
Emma van der Lugt (Joint Deputy Chair)	Independent Governor	EvdL
Prof Claire Taylor	Vice-Chancellor	CT
Steven Adjei	Independent Governor	SA
Kate Doodson	Independent Governor	KD
Rt Rev'd James Grier	Independent Governor	JG
Victoria Hatton	Independent Governor	VH
Fiona Nicholls	Staff Governor (Academic)	FN
Duncan Swift	Independent Governor	DSw
Dr Laura Wallis	Staff Governor (Academic; Senate Elected)	LWa
Pete Waterfield	Professional Services Staff Governor	PW
Liam Williams	Student Governor, Marjon Student Union (MSU)	LW
	President	
Rev'd Tatiana Wilson	Independent Governor	TW

**In attendance**

Guy Bolt	Co-opted Board Member	GB
Rt Rev'd Dr Tim Dakin	Co-opted Board Member	TD
Prof Mark Llewellyn	Co-opted Board Member	ML
Prof John Scott, CBE	Co-opted Board Member	JS
Jennie Walker	Co-opted Board Member	JW
Rt Rev'd Nick McKinnel	Chancellor	NM
Rev'd Michelle Parkman	University Chaplain	MP
Jessamie Thomas	Governance Officer (note taker)	JT

**In attendance (Executive Leadership Team [ELT] members)**

Prof Michelle Jones	Deputy Vice-Chancellor & Provost	MJ
Katy Willis	Pro Vice-Chancellor (Student Success)	KW
Ann Holman	Chief Operating Officer	AH
Stephen Plant	University Secretary & Registrar	SP
Lucy Pengelly	Executive Director, People & Culture	LP
David Soutter (Items 1,2,6)	Interim Chief Finance Officer	DS

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

- 1.1 The Chair, Graham Raikes MBE, welcomed colleagues. A particular welcome was extended to Governor Steven Adjei and Interim Chief Finance Officer, David Soutter, to this their first meeting of the Board of Governors.
- 1.2 At GR's invitation, Rev'd Michelle Parkman opened the meeting with a prayer.
- 1.3 Apologies were received from Governors Louise Bridgett, Prof Patricia Hind and Jackie Westerman. Apologies were also received from Co-opted Board Member Reena Bajaj.

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- 1.4 Written declarations of interest were contained in Part C, in the Governors’ Handbook. GR invited Board of Governors’ (BoG) members to share any updates. Duncan Swift reminded colleagues of his professional background. Ann Holman and the Rt Rev’d Nick McKinnel flagged their trusteeships with Devon Community Foundation. No new declarations were made.
- 1.5 GR wished to put on record BoG’s sincere thanks to the following BoG members whose tenures had recently concluded: Matt Evans (Governor); James Beckly (Co-opted Board Member); Katherine George (Co-opted Board Member) and to Prof Patricia Hind, whose tenure would conclude on 01/12/2024.
- 1.6 GR reminded all BoG members of their duty to respect the confidentiality of those items of business which BoG decided from time to time would remain confidential.
- 1.7 GR asked if colleagues wished to ‘unstar’ any items in Part B. Item 17 Student Surveys was identified; please see the commentary against that item in the minutes. Items 10 to 15 were **APPROVED**. Items 16 to 24 were noted, as were the supporting papers in Part C. GR wished to put on record BoG’s thanks to the contributors of these papers, noting the wide range of matters covered.

## 2. Report from Vice-Chancellor

- 2.1 The report was received. GR invited Vice-Chancellor, Prof Claire Taylor, to present a summary.
- 2.2 CT introduced the item by sharing a video showcasing the celebration of [Graduation 2024](#).
- 2.3 CT’s report contained commentary on key areas: the Marjon 2030 Strategy; the Higher Education Sector; Local/Regional External Engagement; News and Communications. Appendix 1 presented the Marjon 2030 Strategic Framework. Appendix 2 presented Marjon 2030 Core Priorities, Enabling Themes and Annual Priorities 2024/25. The paper was taken as read and CT invited, and responded to, questions.
- 2.4 – ***Text redacted on the grounds of confidentiality***
- 2.19
- 2.20 CT was thanked for the report and update.

## 3. Report on Student Population Data

- 3.1 The report was received. GR invited Pro Vice-Chancellor, Student Success, Katy Willis to provide an overview.
- 3.2 KW’s report contained analysis and commentary regarding the overall current student population, comparison to budget, student conversion and recruitment activities and analysis of undergraduate onsite withdrawals.
- 3.3 KW provided an update on the position, which had last been reported in July 2024. KW noted that the population was tracking in line with expectations and the University was well positioned to meet expected student numbers for April 2025, if retention rates remained similar to past years. KW noted it was too early to draw conclusions on recruitment for 2025, however she confirmed that activities to improve conversion were underway and provided information on the approach, to BoG’s satisfaction.

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- 3.4 KW discussed with BoG the work being done to support students at academic risk, noting the robust solution to identifying and mitigating this risk which had been implemented.
- 3.5 With regard to future intakes, KW discussed with BoG anticipated levels of domestic and international recruitment including partnerships and potential new markets and channels. A detailed analysis of recruitment by programme was discussed.
- 3.6 KW provided details of the new campaign for 2026 which had been launched, based around public sector, professional and community courses, the idea of helping others in your future career, which was a driver for 90% of Marjon’s students.
- 3.7 KW was thanked for the report.
- 4. Annual Assurance Report (Quality)**
- 4.1 The report from University Secretary & Registrar, Stephen Plant, was received. GR invited SP to present an overview.
- 4.2 BoG noted that the report contained an update on the rigour and effectiveness of the University's quality assurance processes and alignment with associated OfS assurances. It covered an introduction, information on the OfS approach to regulating quality and standards, updates in respect of identified actions 2023-24, assurance with regard to OfS Quality and Standards Conditions for Registration and Alignment to the UK Quality Code. The report concluded with a summary of action plans and monitoring.
- 4.3 BoG was content with the scrutiny being applied to this area.
- 4.4 SP was thanked for the report.
- 5. Report from Marjon Student Union (MSU) President**
- 5.1 The report from Student Governor and MSU President, Liam Williams was received. GR invited LW to present an overview.
- 5.2 LW guided BoG through key elements of his report: student life update; campaign progress; AdvanceHE governance training. LW highlighted key issues being discussed across the sector, including the fee cap, students’ mental health, lack of free time to engage in student community activities due to needing to work to cope with cost of living challenges, international visas and additional skills.
- 5.3 BoG was interested to learn about the approach to enhancing students’ professional skills; BoG members offered to support this initiative by offering their time and expertise.
- 5.4 LW thanked BoG for having provided the opportunity for himself and Deputy President of MSU, Edmund Jacoby, to attend the AdvanceHE Student Governor training earlier in the term. LW provided a summary of key learnings from this event and also noted the networking opportunities it had generated. LW thanked Governance Officer, Jessamie Thomas, for her support and commended the University on the strength of its induction procedures and the level of engagement provided by the Vice-Chancellor, ELT and BoG.
- 5.5 LW was thanked for the report.

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

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#### **6. Audit Committee Annual Report 2023/24**

- 6.1 The report was received. GR invited Chair of Audit Committee, Emma van der Lugt to present an overview.
- 6.2 EvdL reminded colleagues of the purpose of the report, to provide an opinion, based on internal and external audit services and assurances from management, that the University was running effectively in line with audit requirements. It included the Committee's opinion of the adequacy and effectiveness of the institution's arrangements for risk management, control and governance, sustainability, economy, efficiency and effectiveness (value for money) and the quality of data submitted to regulatory bodies. The report also described how the Audit Committee had discharged its duties and included any significant issues arising during the financial year and the period up to the date of the report. BoG noted that the report was in draft form, pending finalisation of the financial statements.
- 6.3 BoG was content with the position and with the draft report, noting that a final version would be brought to BoG, reflecting the external auditors' key items for discussion document, when the financial statements were presented for approval. EvdL thanked JT for her support drafting the report.

#### **Internal Audit Annual Report 2023/24**

- 6.4 The report was received.
- 6.5 EvdL confirmed that the report had been received by Audit Committee and discussed with the Internal Auditors at the Audit Committee meeting earlier in the month. Audit Committee was satisfied with the report, noting that it covered an introduction, IA planned coverage and output, assurance, audit summary, independence and objectivity, performance and quality assurance and a summary of actual versus planned IA work during the year. BoG was satisfied with the position.
- 6.6 EvdL commented on the induction process which was underway so as to ensure that Audit Committee chair succession planning was robust. Jennie Walker was thanked for having agreed to take up this role from July 2025.

#### **Draft Audited Financial Statements 2023/24**

- 6.7 The report was received. GR invited DS to present an overview.
- 6.8 DS invited BoG to note the early draft financial statements, which had been discussed by F&R Committee at its meeting on 21.11.2024 and subsequently updated for BoG and which contained the financial performance for the academic year. BoG noted the anticipated year-end financial performance to budget variance and implications.
- 6.9 DS confirmed that, following completion of the External Audit process and subject to audit sign-off, the financial statements would be brought to BoG for approval, prior to submission to Companies House. DS noted that work on the accounts was approaching completion; this report was a working draft, with work to complete the disclosures, commentary and figures currently ongoing. DS noted that there were some accounting

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adjustments to be made, mainly regarding the finalisation of the balance sheet, debt write-off and the apprenticeship levy.

6.10 ***Text redacted on the grounds of confidentiality***

#### **Assurance on Going Concern**

6.11 The report was received. GR invited DS to present an overview.

6.12 DS confirmed that the report had been received by Audit Committee; it set out the University's context by way of introduction, the approach, analysis and key issues, risk mitigation plan and conclusion. DS explained that going concern would inevitably be a significant question for auditors sector-wide, given the challenging context and also in recognition of audit firms' professional indemnity positions. DS felt confident that the robust work which was being undertaken by the University should provide a strong level of comfort; he confirmed that the external audit partner had signalled his satisfaction with the approach being taken, which would be subject to testing.

***Text redacted on the grounds of confidentiality***

6.13 In conclusion, BoG was content with the approach presented by DS and noted that the Financial Statements would be finalised and brought for Committee and BoG approval, as per regulatory filing duties. DS was of the view that an unqualified audit report should be issued and he would continue to report frequently on this going forward.

6.14 BoG was satisfied with the position and thanked DS for the report.

#### **Q1 Financial Report**

6.15 The report was received. GR invited DS to provide an overview.

DS reminded BoG of the scrutiny which F&R Committee, Audit Committee and BoG had applied to the draft budget proposals, through its meetings since June 2024, in order to reach the current position, which BoG was asked to note.

6.16 DS summarised the approach being taken, highlighting close central control of spending decisions, to optimise control of outgoings while discussions continued to address cash challenges in the second half of the year identified and reported to BoG in July 2024. DS summarised measures being taken to position the cost base for future alignment, plus consideration of potential asset disposals.

6.17 DS confirmed the work in progress to improve the deficit reported in July 2024 and an improved cash position and to secure further liquidity support.

6.18 SP highlighted to BoG the Government's decision to raise the fee cap for 2025/26 onwards. BoG **AGREED** to accept this increased fee cap. This would be communicated to students, together with the rationale behind this decision.

6.19 DS presented a further financial update at item 2, within the Vice-Chancellor's report.

6.20 BoG noted the Q1 Financial Report.

6.21 DS and CT were thanked for the report and update.

*DS left the meeting on conclusion of the finance updates.*

### **7. Annual Chaplaincy Report 2023/24**

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- 7.1 The report was received. GR invited University Chaplain, Rev'd Michelle Parkman, to present key highlights of her report to BoG.
- 7.2 MP guided BoG through the report, which provided an overview of the Chaplaincy's activities, including moments of celebration but also of great loss and sadness for the University community through the year. MP commended fellow Chaplain Rev'd Claire McIlroy for her work. BoG noted the support which the Chaplaincy offered to the student and staff body and ways in which this enhanced the University's wellbeing provision.
- 7.3 MP was thanked for the report and the work of the Chaplaincy.
- 8. Update from Committees**
- **Report from Committee Chairs**
- 8.1 Committee updates had been shared with BoG, to their satisfaction, via the business of the meeting and via minutes and notes of meetings contained in Part C.
- **Reports from Governance & Nominations Committee**
- 8.2 The report on Board and Committee membership was received. BoG noted that Governance and Nominations Committee carefully reviewed members' skills and experience to inform their Board and Committee recommendations.  
BoG **APPROVED** the Board membership proposals contained in the report:  
Prof Mark Llewellyn to be a Directly Appointed Governor, to succeed Prof Patricia Hind, from 01/12/2024.  
Prof John Scott to be a Directly Appointed Governor, to succeed Matt Evans, from 01/12/2024.  
Jennie Walker to be a Directly Appointed Governor, to succeed Emma van der Lugt, from 01/07/2025.
- 8.3 BoG **APPROVED** the Committee membership proposals contained in the report:  
Audit Committee - Jennie Walker to succeed Emma van der Lugt as Committee Chair from 01/07/2025.  
F&R Committee - Prof Mark Llewellyn to succeed Prof Patricia Hind as Committee Chair from 01/12/2024.  
Governance & Nominations Committee - Kate Doodson to join from 01/12/2024 and succeed Emma van der Lugt as Committee Deputy Chair from 01/07/2025.  
Remuneration Committee - Emma van der Lugt to succeed Prof Patricia Hind as Committee Chair from 01/12/2024 to 30/06/2025. Prof John Scott, CBE to succeed Emma van der Lugt as Committee Chair from 01/07/2025. Jackie Westerman to succeed Emma van der Lugt as Committee Deputy Chair from 01/12/2024.  
P&OD Sub-Committee - Prof John Scott, CBE to succeed Prof Patricia Hind as Deputy Sub-Committee Chair, from 01/12/2024. Dr Laura Wallis to be invited to attend P&OD Sub-Committee meetings.
- 8.4 BoG noted membership proposals which had been approved by BoG by email in October 2024:  
Appointment of Steven Adjei as Bishop-Nominated Governor, with effect from 1 November 2024. GR invited SA to introduce himself to colleagues and warmly welcomed

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him to the Board, noting his expertise in business, entrepreneurship, mentoring and as a published author.

Extension of term of Rt Rev'd Dr Tim Dakin as a Co-opted Board Member, to 1 December 2025, at which point he would be eligible to be a Bishop Nominated Governor.

8.5 BoG wished to put on record its sincere thanks to:

Prof Patricia Hind, Directly Appointed Governor, whose tenure would conclude on 01/12/2024; Matt Evans, Directly Appointed Governor, whose tenure concluded on 25/11/2024; Katherine George, Co-opted Board member, whose tenure concluded on 17/11/2024; James Beckly, Co-opted Board member, whose tenure concluded on 10/10/2024.

8.6 BoG noted that Governance & Nominations Committee was in contact with the National Society regarding the National Society Board member nomination category.

8.7 ***Text redacted on the grounds of confidentiality***

8.8 BoG received the Chair Succession Planning notification report, which presented the proposed approach to managing the planned end of tenure of the current Chair of BoG, GR, by November 2026. In due course, this would be a reportable event to the OfS, as per their regulatory guidance, once the succession planning process had been completed.

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; no new risks were identified.

In closing the meeting, GR thanked BoG for their support and challenge.

#### Part B

The following reports were received and approved:

10. Minutes of Previous BoG Meeting (M3 12.07.2024) were received as an accurate record and **APPROVED** with no amendments.
11. Research Integrity Annual Statement was **APPROVED**.
12. Risk Management and Risk Register was **APPROVED**.
13. Senior Remuneration Annual Report/Statement was **APPROVED**, pending insertion of VC pay ratios once confirmed for inclusion in Financial Statements.
14. The Annual Whistleblowing Report was received for information; the Whistleblowing Policy was **APPROVED**.
15. BoG meeting dates 2024/25 were recirculated for information. BoG meeting dates 2025/26 were **APPROVED**.

The following reports were received for information:

16. Matters Arising from Previous Meeting
17. Student Surveys. In response to a question, an update on survey responses regarding IT and the library was provided. It was noted that investment in digital skills was built into

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the transformation plan. Changes to the library's procurement approach were noted, and feedback relating to students' satisfaction with 24/7 access also recognised. BoG was satisfied with the approach underway to address matters raised.

- 18.** Access and Participation Plan Update
- 19.** Estates and Digital Update
- 20.** Data Protection and Freedom of Information Annual Report
- 21.** Prevent Duty Monitoring Report
- 22.** Office for Students (OfS) Insight Briefing on Sub-Contractual Partnerships
- 23.** Office for Students (OfS) Returns
- 24.** Marjon Tenancies Limited Update

#### **Part C**

The following reports were received as supplementary information:

- C13** Senior Remuneration Report - Appendices
- C** Minutes of Committees/Sub-Committees:
  - (a) Audit Committee M3 01.07.2024; (b) Finance & Resources Committee M4 26.06.2024;
  - (c) Notes from Digital & Physical Infrastructure Group M1 11.10.2024 (unapproved); (d) Governance & Nominations Committee M3 27.06.2024; M1 29.09.2024 (unapproved); (e) P&OD Sub-Committee M1 08.10.2024 (unapproved); (f) Senate 03.07.2024
- C** Register of Interests