

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 (Senate) Staff Governor	GB
Mr Stephen Criddle OBE	Independent Governor	SC
Mrs Kate Doodson	Independent Governor	KD
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
Mrs Jacynth Ivey MBE	Independent Governor	JI
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

In attendance (SMT members)

Prof Michelle Jones	Deputy Vice-Chancellor	MJ
Mr Simon Arthurs	Director of Finance & IT	SA
Mr Stephen Plant	University Secretary & Registrar	SP

In attendance

Mrs Jackie Westerman	Co-opted Member	JW
Mr Joe Lynch	Deputy President Marjon Student Union	JL
Rev'd Michelle Parkman	University Chaplain	MP
Mrs Jessamie Thomas	Governance Officer (note taker)	JT

1. Welcome, Apologies & Declaration of Conflicts of Interests

- 1.1 The Chair, Graham Raikes, welcomed colleagues to the meeting. At GR's invitation, University Chaplain, Rev'd Michelle Parkman, opened the meeting with a prayer.
- 1.2 Apologies were received from Ruth Mounstephen, Independent Governor.
- 1.3 The Register of Interests was included in Part B. No other declarations were made.

2. Annual Financial Return (AFR)

- 2.1 The report was received. GR reminded colleagues of the requirement that the AFR be considered and approved by the Board of Governors (BoG). Finance & Resources (F&R) Committee had met the previous week to scrutinise the AFR, discussing the assumptions and entries in detail with Director of Finance & IT, Mr Simon Arthurs. F&R had then reviewed and approved this finalised version by email.

- 2.2 GR invited Vice-Chancellor, Prof Rob Warner, to provide further context. RW did so and confirmed his confidence in the robust position that was reflected in the AFR.
- 2.3 GR invited SA to provide an overview, which he did via a set of slides highlighting income and expenditure assumptions, forecast and details of the AFR reconciliation. SA reminded the BoG of the University's approach of meeting annual costs from annual income, to promote resilience and sustainability. The surplus would cover debt finance and BAU capital to leave a consolidated surplus for future resilience.
- 2.4 GR invited BoG members to ask questions of SA regarding the income and expenditure assumptions, so as to fully reassure of the integrity of the return. A number of questions were asked, which SA answered to the BoG's satisfaction.
- 2.5 SA confirmed that the assumptions represented a prudent approach to growth and he was confident this represented a realistic and sensible position.
- 2.6 SA confirmed that projected growth in student numbers reflected an increase, based on recent trends at Marjon along with an assumption for the 18 year old demographic upturn and an increase in the conversion rate.
- 2.7 SA confirmed that the University was on track with current recruitment and retention targets and could be confident in its baseline; Senior Management Team (SMT) assessed this regularly and liaised closely with Marjon Student Union (MSU) to provide support and reassurance around, for example, the Safety Net Policy. SA confirmed that the mid-year review would be conducted at the end of January.
- 2.8 In response to a question, SA explained the assumptions which underpinned Sports Centre income data. Deputy Vice-Chancellor, Prof Michelle Jones, provided further detail on the membership base, sports facilities and staffing plans. RW noted that Board representation on the interview panel for the new Director of Sport would be invited, plus participation in a sport and wellbeing advisory group.
- 2.9 RW noted that the AFR was submitted every year and careful revisions were made annually to reflect the current position. While there may be aspirational growth areas, until these were confirmed they would not be included in the AFR; hence the return represented a realistic and robust position.
- 2.10 SA was thanked by the BoG for the detail and clarity of his presentation.
- 2.11 The BoG was satisfied with the position and **APPROVED** the AFR for submission to OfS.

ACTION: SA

Emma van der Lugt left the meeting.

3. Update from Vice-Chancellor and Any Questions

- 3.1 The report was received. GR invited RW to present an overview.
- 3.2 RW noted that this interim BoG meeting provided him with the opportunity to present an update on the University's latest response to Covid-19, DfE proposed changes and Marjon's key projects.
- 3.3 RW commended students on their Covid-safe behaviour and their compliance with lockdown requirements. He updated the BoG on Covid case numbers.
- 3.4 RW reiterated the University's commitment to providing students with healthy, affordable meals where Chartwells had reported that other Universities had focused on profit.

- 3.5 Students' mental health and wellbeing were discussed, in the context of both academic challenges and reduction in social activities, and the University's awareness of the need to create an environment conducive to socialisation as well as the necessary opportunities to complete studies.
- 3.6 RW relayed to the BoG the endorsement that had been received from various local bodies as to the highly professional and also highly personal approach of the University to dealing with the challenges of the pandemic, with its clear focus on putting students first.
- 3.7 RW updated the BoG on sector developments regarding the likely timing of the resumption of all face to face teaching and implications for students returning to campus. The Government's concern around mass migration of students was noted as was the need for students to complete their academic year and, where applicable, to graduate. The practicalities of achieving that and corresponding implications for students and staff were discussed.
- 3.8 RW updated the BoG on the postponement of the Government's comprehensive spending review and the paucity of financial support available to students or Universities. Many ancillary sources of income for students had evaporated due to Covid which presented additional financial hardship. RW noted difficulties in the job market for those who had graduated in 2020.
- 3.9 In response to a question, University Secretary & Registrar, Stephen Plant, confirmed that at the March BoG meeting, Governors would receive reports on the University's response to OfS regarding regulatory approach and also quality standards consultation, these being sector-wide requirements.
- 3.10 GR noted that in order to maximise the possibility of being able to convene in person, the Strategy Day would be set back to July. He would hold 1-1 meetings with Governors in February, during which their preference for the date of the March BoG meeting (25 or 26 March) would be established.
- 3.11 RW highlighted a number of opportunities where the participation of different members of the BoG via advisory groups would be welcomed, to apply their skills set for strategic benefit. The Estates project group would reconvene both for longer term planning and for the immediate oversight of the spending of funding which had been granted for estates decarbonisation initiatives.

Part B

4. Report from Governance & Nominations Committee

At GR's invitation, Jackie Westerman withdrew from the meeting.

- 4.1 The report was received. GR summarised the three proposals which the Governance & Nominations Committee recommended for Board consideration and approval.
- 4.2 Following discussion, noting her significant contribution to the BoG as a Co-optee, Jackie Westerman's appointment as Directly Appointed Independent Governor was **APPROVED**. JW's term of office would activate upon registration as a Director with Companies House.
ACTION:SP/JT
- 4.3 The proposal that Diocesan Nominated Independent Governor Ruth Mounstephen join the P&OD Sub-Committee was **APPROVED**.

- 4.4 The appointment of a new Co-optee, Vicky Hatton, to the Audit Committee was discussed. Vicky's profile had been circulated and her background and experience were noted. GR presented further background information, summarising the formal interview notes which had been considered by the Governance and Nominations Committee as part of their assessment of Vicky's suitability.
- 4.5 The importance of the Board ensuring it had a rigorous approach to dealing with potential conflicts of interest, whether personal or commercial, was discussed. GR confirmed robust discussions were always held in this regard at the interview stage of Board appointments. These discussions had to be concluded to the panel's satisfaction in order for the candidate's potential appointment to then be brought to the Board for approval. The position was noted. *Please see Addendum.*
- 4.6 The Board **APPROVED** the appointment of Vicky Hatton as a Co-opted Member of the Audit Committee.
- 5. Register of Interests**
- 5.1 The report was received for information with no queries.

Close

In closing the meeting, GR invited colleagues to reflect upon whether discussions impacted on the current risk register or if changes were proposed. None were highlighted. GR thanked colleagues for their contributions.

Addendum

Following the Board meeting, GR, RW, SP and JT discussed further the BoG's approach to the declaration and management of potential conflicts of interest. The purpose of their discussion was to ensure the approach was thorough and robust and aligned with the expectations of Company Law and Charity Commission requirements.

The group concluded that this was the case and noted the following:

- 1. Written declarations of interest are made by Board members (ie Governors and Co-optees) on appointment and thereafter annually, as part of the external audit process.*
- 2. On appointment, Board members sign an affirmation to include: 'I undertake to uphold and apply the Articles of Association of the University including my independence from other interests.'*
- 3. Charity Commission guidance (The Essential Trustee) is circulated to all Board members on appointment.*
- 4. Meetings are held with representatives of the Board and also the University Secretary & Registrar and/or Governance Officer, on Board members' appointment, to ensure that expectations around the declaration of interests are clear.*
- 5. Oral updates (and declared interests on the Register which could potentially be of relevance to agenda items) are invited at every meeting.*
- 6. All updates are added to the Register by the Governance Officer.*

7. *The Register of Interests is circulated with the papers of every meeting, in Part B, and can be brought into Part A for discussion on request.*
8. *The Code of Conduct is circulated to all Board members on appointment, within the Governors' Handbook. It includes the wording: 'Ensure that decisions are not made for personal gain or for personal motivation... Respect the confidentiality of those items of business which the Board of Governors decides from time to time will remain confidential.'*
9. *Collectively, the Board has a thorough understanding of requirements and expectations and has a transparent and supportive approach to complying with these. The Board's work is conducted in alignment with the CUC HE Code of Governance, notably in this regard the primary element of accountability.*