

**Leeds Trinity University
Board of Governors**

Minutes of the meeting of the Extraordinary Board meeting held 22 July 2024 at 5.00pm via Teams

Minutes – 8997-9015

Present: Mr J Hanley (Chair), Professor C Egbu (Vice-Chancellor), Ms T FForde-Escobar, Ms S Hogston, Mr M Holden, Mr R Maposa, Mr B McCarthy, Mr S McLeod, Ms S Milnes, Mr K O'Connor, Ms E Reed, Mr V Sharma

In Attendance: Ms J Green (Clerk to Board of Governors), Prof Susan Lea

Apologies: Governors: Bishop M Stock., Prof D Kobzev, Mr D Oldroyd, Ms C Nursaw
Other: Mrs S Clarkson (Executive Director People & Culture)

Welcome

The Chair welcomed everyone, thanking them for giving up their time at short notice. He confirmed that a quorum was present, and that each participant was able to communicate with all others.

Declaration of Interest

8997 There were no declarations of interest.

Noted

Substantive Items

Proposed changes to Senior Post Holder roles and plans to appoint to vacancies

8998 **Received:** Position paper, Executive Team organogram, and proposed DVC Provost job description (G24/60)

Received

8999 The VC referred to previous discussions about the creation of the new Executive Director of Governance & University Secretary (“DGUS”) post, as well as the plan to recruit to the permanent Deputy Vice Chancellor Provost (“DVCP”) vacancy. He outlined his thinking with regard to certain of the other senior portfolios, saying he had looked at arrangements in other Cathedral Group universities, as well as those in several post 92 institutions, particularly around quality and compliance.

9000 Many of the key changes outlined in the VC’s paper were already approved and were in the process of being implemented, for example Academic Services was moving to the remit of the new DGUS role. The VC said, as previously discussed, he was minded to move research, as well as careers and work placements, to the portfolio of the Pro Vice-Chancellor Enterprise & External Engagement; also to position strategic planning within the portfolio of the Director of Finance. In response to a question, he said student success (in terms of retention, progression, continuation and graduate outcomes) would remain with the Pro Vice Chancellor Education and Experience.

9001 A governor said, with academic faculties reporting to the DVCP and the Academic Quality Office reporting to the DGUS, there was potential for confusion about where ultimate accountability lay for academic quality. The VC said, while this was a risk, he nonetheless deemed a matrix structure the most effective option; the University had tried placing everything under one lead before and it had not been optimally effective. He acknowledged that, absent a clear line of accountability, the Board would look to him personally.

- 9002 A governor observed that the VC's paper was unclear about the financial impact of the proposed changes, i.e. were they cost neutral (as some governors had assumed) or was it that no further costs were anticipated on top of those previously discussed in other forums. It was agreed that the paper would ideally have been clearer in this regard. The relative costs of the current structure and the proposed new one were clarified; the new structure would cost an additional £270k per year. The Board expressed concern about the increasing costs but reflected on the need to invest upfront to build quality for sustainability.
- 9003 **Action:** Investigate whether benchmarking data can be obtained to enable meaningful comparison of the University's annual spend on Executive pay with sector comparators. **Action: EDPC F&R Agenda**
- 9004 The meeting discussed Executive capacity and the need to balance cost control and provision of adequate support for senior leaders in difficult circumstances. The local context and the University's current risk profile were relevant factors; in particular, there was a need for stronger controls in areas with emerging risk such as sustainability and digital futures. The VC said, health and safety was in need of investment, as the expansion into health and life sciences was causing the health and safety compliance piece to become more complex.
- 9005 Recalling a recent conversation about the staff pay-to-income ratio, a Governor asked for an assurance that the plan to introduce a deputy to the Chief Operating Officer role was supported by a robust business case. This was given. Governors discussed whether the Finance & Resources Committee should have sight of the business case for assurance purposes, as there were mixed feelings about the need for the post, but noted that Board approval was not required for it.
- 9006 The Chair of the Remuneration Committee referred to the new framework for senior post holder remuneration and asked for an assurance that the addition of marketing and other responsibilities to the Chief Operating Officer's portfolio would not affect the pay scale that had been agreed for the role. The VC said the Executive Director People & Culture had confirmed to him that it would not.
- 9007 **Action:** Schedule a formal review of the effectiveness of the new Executive structure and report at the end of twelve months, with light touch mid-year monitoring, in each case via the Remuneration Committee. **VC, RC Agenda**
- 9008 A governor asked if the Board should seek to accelerate its planned financial review work. The Chair of the Finance & Resources Committee said the financial situation was not dire by any means; the partnerships business was profitable; it was a question of bringing the rest of the business back in balance. He said work was underway on the review and it would be unwise to rush it.
- 5.40pm Mr M Holden left the meeting.
- 9009 **Resolved:** To approve the Deputy Vice Chancellor Provost portfolio, as reflected in the proposed job description. To approve the material components of the person specification. **Resolved**
- 9010 **Resolved:** To approve the proposed changes to senior postholder portfolios (per paper G24/60) and instruct the Vice Chancellor to progress to consultation. **Resolved**
- 9011 **Action:** Chair to review and sign-off on the final version of the Deputy Vice Chancellor Provost job description and person specification prior to publication. **Chair, VC**

Committee Memberships, Attendees and Observers

- 9012 **Received:** Report from the Clerk (G24/61) **Received**

9013 **Resolved:** With immediate effect, to make the following changes:

Resolved

1. To appoint Governor Ms T Smith to the Finance & Resources Committee;
2. To appoint Student Governor Ms M Goodhand to the Academic Assurance & Student Experience Committee, the Governance & Nominations Committee, and the Partnership Committee;
3. In the document '*Board of Governors and Committees of the Board of Governors*', to:
 - a. replace all instances of 'Students' Union Observer - Caitlin Fieldhouse' with 'Students' Union Observer - Mr A Mahmood';
 - b. replace all instances of 'Prof M Todd' with 'Prof J Mitchell'; and
 - c. add 'Ms S Page, Executive Director of Governance & University Secretary' to the attendance list for every committee.
4. To instruct the Clerk to update the document 'Board of Governors and Committees of the Board of Governors' to reflect these and other recent changes, i.e. to reflect current arrangements.

Fitness to Study Panel Membership

9014 **Resolved:** To delegate authority to the Chair of Governors to appoint alternative panel members as necessary for the fitness to study appeal panel relating to Mr C Armitage.

Resolved

Any Other Business

9015 **Date of the Next Ordinary Meeting:** Thursday 17 October 2024.