



**Minutes
Board of Governors
24 November 2020
Via Zoom Conference Call**

Present: Mr David Brambell
Mr Charlie Canning – SU Governor
Dr Christine Campbell – Staff Governor
Ms Noreen Doyle
Mr Dave Hartnett
Mr Anthony McClaran – Vice-Chancellor
Ms Claire McDonnell
Rt Rev Richard Moth (Chair)
Professor Anne Moran
Ms June Mulroy
Mr Pietro Palladino
Mr John Unsworth

In Attendance: Mrs Elizabeth Bell – Director of Strategic Planning
Mrs Jo Blunden – Chief Operating Officer (“COO”)
Mr Paul Bridge – PVC (Global Engagement)
Mr Andrew Browning – University Secretary (Minutes)
Professor John Charmley – Provost
Ms Fiona Hnatow – Director of Human Resources
Mr Richard Solomon – Chief Financial Officer (“CFO”)

Apologies: Fr Richard Finn, Mr Jeffrey Cottle

20/16	<p>Chair’s Business</p> <p><i>Fr Richard Finn OP-Valediction</i></p> <p>Fr Finn had given his apologies and was unable to attend what would have been his last meeting as a governor. The Board wanted to record their thanks to him for the 8 years of service that that he had given to the University as a governor. In recognition of this the Board wished to award him with the St Mary’s medal which would be presented to Fr Finn by the Chair when the pandemic restrictions had eased. In the meantime the University Secretary was asked to write to Fr Finn to communicate the</p>		
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	<p>Board's thanks and to inform him of their wish to award him with the St Mary's medal.</p> <p>Chair of the Board</p> <p>The Chair informed the Board that he had been asked by the Cardinal in his capacity of Archbishop of Westminster to continue as Chair of the Board.</p>	AB	02/12/20
20/17	<p>Declarations of Interest</p> <p>There were no declarations of interest.</p>		
20/18	<p>Minutes of Previous Meeting</p> <p>The minutes of the meeting which took place on 7 October were considered by the Board.</p> <p>It was requested that the second paragraph of 20/06 include a record that the Provost will be carrying out a review of the number of students achieving Good Honours including the significantly high proportion who achieved first class degrees. The Provost confirmed that this review was being carried out and there was going to be a review of the algorithm in the New Year.</p> <p>Subject to the above addition being made the minutes were approved by the Board.</p>	AB	02/12/20
20/19	<p>Matters Arising</p> <p>99/19 Equality and Inclusion – A paper has been drafted by the Clerk on Board recruitment and diversity. This will initially be discussed with the Vice-Chancellor and the Chair of the Board and will then be shared more widely with the Nominations Committee</p>	AB	30/10
20/20	<p>Vice-Chancellor's Report <i>Paper 1 refers</i></p> <p>The Vice-Chancellor told the Board that it was potentially going to be a very important period for Higher Education with the expected White Paper on Further Education likely to have a negative effect on the sector if the level of fees for FE courses were reduced. There were also moves by central government to deal with the perceived issue of "low</p>		

	<p>value” degrees. This term had yet to be properly defined however there was a need to ensure that the University had good data to show the performance of students on it courses both during and following the completion of their courses.</p> <p>The Board were told that the Vice-Chancellor, the CFO, and the Director of Catholic Mission had met with Archbishop Leo Cushley and Mgr Patrick Burke regarding the Gillis Centre. Archbishop Cushley had reaffirmed the commitment of the Archdiocese to the setting up of the campus for September 2021. The Vice-Chancellor said that due to the uncertain times caused by the pandemic the much of the marketing would be online. The Director of Catholic Mission would be leading the work on what the academic offering would be at the campus.</p> <p>The Board were told that there has been a reshaping of the executive structures within the University. The University is looking to reduce bureaucracy and the University Operating Board and the Academic Strategy Executive were no longer meeting. The new University Executive Committee had met for the fist time that month and its terms of reference had been agreed.</p> <p>The Chief Operating Officer was invited to give an update to the Board on the current situation relating to Covid-19. She told the Board that there had been an increase in the number of student cases with the number currently standing at 23. The numbers of positive infections had however been decreasing with only 5 the previous week and 0 infections this week. There had been no staff cases since September.</p> <p>The University was currently planning for students returning home for Christmas. An asymptomatic testing site was being set up in the student lounge and was due to open between 30 November and 9 December. There were challenging timescales to set this up and to date the University had yet to receive testing kits or PPE which would potentially create issues with training staff. So far 138 students had booked for testing.</p> <p>The Board were told that some students may not be able to return home at Christmas and that the University would be allowing them to stay in their</p>		
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	<p>accommodation at no additional for no additional charge. It was estimated that around 40-50 students may have to remain and some additional staffing would be required on campus to provide core services.</p> <p>The Board noted the Vice-Chancellor's report.</p>		
20/21	<p>KPI Update <i>Paper 2 refers</i></p> <p>The Director of Strategic Planning said that there had not been much by way of new data for the KPI Update. She told the Board that while there was still uncertainty regarding the future of the NSS the University was still preparing for this year's survey. The Covid-19 pandemic meant that much of the campaign would need to be carried out online meaning that incentives for completing the questionnaire such as dissertation binding or free coffee could not be offered. This year the University has opted to for a mid-February start date for the survey to give students to opportunity to settle back into their studies following the Christmas Break. The PVC (Global Engagement) showed the Board the posters that would be forming part of the University's NSS campaign.</p> <p>The Board noted the significant increase in the number of students attaining good honours for the period. The Director of Strategic Planning said that it was likely that the OfS would be contacting the University to ask about the increase in the same way that it had done so in 2019.</p> <p>The Board noted the KPI update.</p>		
20/22	<p>Annual Operating Plan <i>Paper 3 refers</i></p> <p>The Director of Strategic Planning told the Board that the intention of the Annual Operating Plan was operationalise the University's strategy. She said that the plan had been reviewed and agreed by SLT and UEC. The Board would be receiving updates on its progress as appropriate.</p> <p>The Board noted the Annual Operating Plan.</p>		
20/23	Student Recruitment		

	<p><i>Paper 4 refers</i></p> <p>The PVC (Global Engagement) said that UCAS were currently being bullish about the state of the market but this was not yet being supported by the data coming from the sector which was overall 1% behind on last year with EU recruitment being down a one-third. The University’s competitor group was down 50%. The University itself was 12% behind where it should have been but confident that it would close the gap.</p> <p>The University was starting its back to school campaign. It was still pushing its campus tours although these were difficult to promote given the pandemic and the social distancing restrictions which applied to the tours. Advertising spending was being brought forward but it was a tough market with the “cost per click” doubling.</p> <p>The Board suggested that it would be helpful to get staff more involved in the recruitment process. The PVC (Global Engagement) agreed that he would meet separately with Christine Campbell to discuss what could be done.</p> <p>The Board asked about what was being done to engage the Catholic school sector. The PVC (Global Engagement) said that the work to build relationships with Catholic schools had not moved as far forward as it could have. There was an effort to try and influence teachers; however, they were largely busy dealing with Covid.</p> <p>The Vice-Chancellor said that the reduction in international recruitment across the sector meant that the University was facing an increased “hydraulic effect” from other universities lowering their tariffs to attract students.</p> <p>The Board noted the recruitment update.</p>	PBr/CC	28/1/21
20/24	<p>Management Accounts <i>Paper 5 refers</i></p> <p>The CFO told the Board that for the two months to 30 September 2020 the EBITDA stood at £0.5m which was £0.4m ahead of budget. Income was £258k adverse to budget with tuition fees were £300k favourable due to better than expected</p>		

	<p>student recruitment but with worse than expected revenues from Catering, Sport St Mary's, and Conferencing.</p> <p>The Board were informed that staff costs were currently £0.1m favourable to budget and there had been a £0.5m underspend on non-staff cost. The cash position of the University remained strong standing at £11.5m.</p> <p>The CFO said that the University was required to provide an early estimate for the year to the OFS. He said that it would be reporting an estimated £3.4m operating profit compared to the current forecast of £2.6m.</p> <p>The Board noted the management accounts.</p>		
20/25	<p>Annual Report and Financial Statements <i>Paper 6 refers</i></p> <p>The Annual Report had been considered by both FRC and Audit Committee with both recommending its approval.</p> <p>The CFO said that the University's net deficit for the year was £1.4m which was marginally better than the result originally budgeted. There was an operating profit of £3.2m which was also marginally better than the original budget. Income was £51.3m which was a £1.1m decrease on the prior year reflecting the impact of Covid-19.</p> <p>There had been a "below the line" loss of £6m relating to the Wandsworth Council Pension Scheme. This would eventually have a direct impact on the University which would lead to it having to pay more into the scheme in future years. The scheme itself is no longer open to new entrants but its benefits can still be accessed.</p> <p>The Board's attention was drawn to the new disclosures required within the report. The s172 statement set out how the Board had performed their duties and included a summary of key strategic decisions that had been taken. There was also a requirement to disclose the University's greenhouse gas emissions and energy consumption.</p>		

	<p>The CFO said that looking forward it was expected that the University would have a closing cash balance of around £12.9m at the end of the financial year with a low point of £6.8m. The going concern assumption within the Strategic Report stated that there are no material uncertainties that call into doubt the University's ability to continue in operation.</p> <p>The Board expressed its thanks to all of those involved in the production of the Annual Report. It was pleased with the results shown in the paper and confidence was expressed in the underlying systems and controls that were in place to produce the year end accounts.</p> <p>The Board voted on whether to approve the Annual Report and Financial Statements. The voting was as follows:-</p> <p>In favour: 12 votes Against; 0 votes Abstentions: 0</p> <p>The Board therefore approved the Annual Report and Financial Statements.</p>		
20/26	<p>Audit Committee Annual Report <i>Paper 7 refers</i></p> <p>The University Secretary introduced the annual report of the Audit Committee. He told the Board that the internal auditors had given a positive opinion of the University's risk management, governance, internal control and economy, efficiency and effectiveness. The University Secretary also drew the Board's attention to the performance checklist of the Internal Auditors which was broadly positive.</p> <p>The Board noted the Audit Committee Annual Report</p>		
20/27	<p>Audit Letter of Representation <i>Paper 8 refers</i></p> <p>The Board unanimously approved the signing by the Vice-Chancellor of the Audit letter of representation.</p>		

20/28	<p>Letter of Support for Strawberry Hill Enterprises <i>Paper 9 refers</i></p> <p>The Board unanimously approved the signing by the Chair of the Letter of Support for Strawberry Hill Enterprises.</p>		
20/29	<p>Antisemitism – Adoption of the IHRA Definition <i>Paper 10</i></p> <p>The Vice-Chancellor told the Board that it was clear from the correspondence from the Secretary of State that there was a strong desire for all HEIs to sign up to the IHRA definition of antisemitism with there being potential consequences for those institutions which failed to do so. This may include the naming of Universities which had not adopted the definition and there may be possible funding consequences in the future.</p> <p>The Vice-Chancellor said that the University was completely opposed to antisemitism but there was a more complex reaction to the wording of the IHRA definition itself due to the illustrative examples contained within this and the possible threats to academic freedom. Concerns about this threat were expressed by Board members.</p> <p>Guidance had been provided by Arch Bishop Kevin McDonald and Paul Barber of the CES on the issue and in particular how the Catholic Church addresses the issue of antisemitism.</p> <p>The Board were of the view that while there were arguments that the Secretary of State cannot compel universities to sign up to the definition this was not an issue that it wished to be drawn into conflict over.</p> <p>The Board agreed that a declaration should be agreed setting out the University’s position on antisemitism. This would include reference to <i>Nostra Aetate</i>, the Second Vatican Council’s declaration on the Church’s relations with Non-Christians which frames the position of St Mary’s as catholic university as well as the acceptance of the IHRA definition. The University Secretary would distribute the declaration to Board members for their approval and following this it would be sent to the Secretary of State by the Vice-Chancellor.</p>	AB/AMc	03/12/20

20/30	<p>London Living Wage (“LLW”) <i>Paper 11 refers</i></p> <p>The Director of Human Resources told the Board that the University had been an accredited LLW employer since 2013. There had been an unexpected 10 pence increase to £10.85 which the University had to implement by April 2021 in order to continue its accreditation. Neither the University’s local competitors or any Catholic faith-based education institutions within London none paid the LLW.</p> <p>The LLW is paid to all staff on bands A-C. The Board was told that in a couple of years’ time it was likely that these grades would catch up to the supervisory Band D meaning that there would have to be a discernible increase made to band D salaries. The Board asked if it was difficult to recruit staff to band A-D roles and was told that recruiting to these positions was not particularly challenging.</p> <p>The Board were informed by the Director of Human Resources that a review of senior staff salaries was currently being carried out. Following this review one would be carried out of the main salary framework.</p> <p>The Board unanimously approved the adoption of the London Living Wage for a further year. It asked that the Director of Human Resources carry out a review of the pay scales, possible allowance structures, and the pension implications. This would come to the Finance and Resources Committee when it met on 19 May 2021.</p>	FH	19/05/21
20/31	<p>STUDENTS’ UNION REPORT <i>Paper 12 refers</i></p> <p>The Student Life President said that the Students’ Union had been doing its best to provide a good experience for students despite the Covid-19 restrictions. He told the Board of the work of the SU in campaigning on the issues of period poverty and mental health. It was also looking to raise awareness of issues surrounding stalking. The SU has also been marking Black History month.</p>		

	The Board noted the Students' Union report.		
20/32	<p>PREVENT DUTY UPDATE <i>Paper 13 refers</i></p> <p>This was presented by the COO. The Board noted the details outlined in the report on the University's ongoing engagement with "Prevent". It also noted that there was a need for it to receive some training on Prevent issues.</p> <p>The Board unanimously approved the signing of the annual Prevent return by the Chair.</p>	AB	28/01/21
20/33	<p>ACADEMIC SCRUTINY COMMITTEE <i>Paper 14 refers</i></p> <p>The Board noted the minutes of the meeting of the Academic Scrutiny Committee which took place on 20 October 2020.</p>		
20/34	<p>Finance and Resources Committee <i>Paper 15 refers</i></p> <p>The Board noted the minutes of the meeting of the Finance and Resources Committee which took place on 4 November 2020</p>		
20/35	<p>Audit Committee <i>Paper 16 refers</i></p> <p>The Board noted the minutes of the meeting of the Audit Committee which took place on 11 November 2020</p>		
20/36	<p>Any Other Business</p> <p>A letter from the Charity Commission to the University Secretary relating to a complaint that had been made by an individual purporting to represent a student had been forwarded to the Board members. The University Secretary provided an overview of the matters referred to in the letter and confirmed that he would be responding to this letter by 14 December.</p>	AB	14/12/20

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