

the
GOVERNING BODY

Present:

Ms B Hill CBE (Chair)	Ms A Mehta
Professor J Harrington (Vice-Chancellor)	Mr M Orr
Mr R Hicks	Ms S Ragab (via Teams)
Mr Y R Javed	Mr S Saluja (via Teams)
Miss D Larnder	Mr A Sharma (via Teams)
Professor A Maragiannis	Mrs E Sideris
Mr C McWilliam	

In attendance:

Mrs T Brighton (SEO Governing Body) (minutes)
 Mr P Garrod (University Secretary)
 Dr S Lewis (Director of Strategic Planning & Business Intelligence) (Item 22/27)
 Mr P McDermott (Co-opted member of Audit & Risk Committee)
 Mr P Taylor (Chief Operating Officer)
 Ms L Watson (Chief Financial Officer)

Apologies for Absence:

Ms T King
 Professor J Roscoe (Deputy Vice-Chancellor and Provost)
 Professor A Westby (Deputy Vice-Chancellor (Research & Knowledge Exchange))

GB 22/18 DECLARATIONS OF CONFLICT OF INTERESTS

The Chair and Vice-Chair declared a conflict of interest in relation to the revised appointment procedure for the Chair and Vice-Chair of the Governing Body (see minute 22/28).

GB 22/20 MINUTES OF PREVIOUS MEETING AND ACTION LIST (GB 22/P48)

The minutes of the business meeting and strategy meeting held on 18 October 2022 were approved. The actions list was received.

GB 22/21 VICE-CHANCELLOR'S REPORT (GB 22/P49)

The Governing Body received a report from the Vice-Chancellor on recent developments:

- GSU and the University continued to work together to support students in the cost of living crisis. In addition to the Open Pantry scheme, the University's caterers were making leftover food available and consideration was being given to extending the free meal offer. All students had been given a one-year free NUS TOTUM card offering discounts on purchases. In response to questions on rental costs, it was reported that occupancy was high in the University's halls, partly driven by high private accommodation costs. The University's Hardship Fund was available to support students who were in

- difficulty. The University was being pro-active in supporting students although some costs (e.g. public transport) were outside its control.
- The Office for Students (OfS) had consulted on radical changes to its approach to access and participation. These were likely to involve the University's access and participation plan synchronizing with the TEF cycle. The PVC FEHHS was leading the University's preparation for the new approach.
 - The OfS had also announced changes to the National Student Survey (NSS) following a consultation. The revised NSS focused more on quality and new questions had been added on mental wellbeing and freedom of expression. The question on overall student satisfaction had been removed for English universities and an alternative KPI measure would be proposed to the Governing Body (see GB 22/27). Greenwich would continue to monitor overall student satisfaction internally, but a sector comparator would no longer be available.
 - [REDACTED]
 - The UCU had announced its first dates for strike action (24, 25 and 30 November) following a national ballot. Unison was planning to re-ballot a number of institutions but this would not include Greenwich.
 - In recent recruitment exercises, Professor Jenny Marie had been appointed as the new PVC Education from 1 January 2023 and Professor Sheryl Hendricks as the new Director of the Natural Resources Institute from 1 March 2023.
 - New Ministerial titles and briefs included the appointment of The Rt Hon Robert Halfon MP as the new Minister of State for Skills, Apprenticeships and Higher Education, and Claire Coutinho MP as the new Minister for Children, Families and Wellbeing (including a responsibility for freedom of speech in education).

GB 22/22 STUDENT GOVERNOR'S REPORT (GB 22/P50)

The Student Governor updated the Governing Body on GSU's work on three major projects:

- GSU had surveyed students to understand the impact of the cost of living crisis, with over 1,600 respondents. [REDACTED]
[REDACTED] in partnership with the University, GSU was working to identify interventions to support students.
- The joint University and GSU project on wellbeing and retention had been shortlisted for a 2022 Times Higher Education Award in the category of 'Outstanding Support to Students'. The University and GSU recognised the importance of this work and had identified priority groups to focus on in Term 1.
- The Global Greenwich programme to support international students was in its second year, with a good response so far in 2022/23. 2,923 students had already engaged in its activities and 25 new cultural societies had been created.

The Governing Body congratulated GSU on being shortlisted for the THE Award and commended it on the range of activities for students this term. The President agreed to provide information in his next report on whether there were any student groups which GSU had been unable to reach. The Vice-Chancellor noted that historically, mature students were more difficult to engage with and this was an area requiring further consideration.

The Chief Operating Officer updated the Governing Body on student recruitment.

[REDACTED]

[REDACTED]

[REDACTED]

GB 22/24 REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2022 FOR THE UNIVERSITY OF GREENWICH AND SUBSIDIARY COMPANIES (GB 22/P52)

The Chief Financial Officer (CFO) presented the University's draft report and financial statements for the year ended 31 July 2022. An operating surplus of £14.2m had been achieved, representing a 5.2% margin rate. This was broadly in line with the June 2022 outlook and reflected a further year of higher tuition fee income caused by a successful student recruitment cycle. The balance sheet had strengthened, primarily due to an improvement in the pension scheme deficits provision and growth in cash and cash equivalents. All Bond covenants had been met throughout the year.

The Chair of the Audit & Risk Committee (ARC) summarised the Committee's consideration of the draft report and financial statements and the External Auditors' Audit Results Report. While there was still room for improvement, the ARC had been pleased with the accounts and recognised the hard work that had gone in to producing them. The External Auditors, PwC, had reported that the audit had been quicker and smoother with the new financial system. There had been far fewer unadjusted items this year and most of the older control recommendations had been closed off. The ARC had spent time discussing and testing the judgements and assumptions underpinning the results, including the determination that the value of the Devonport House Conference Centre (no longer in use as a hotel) was not impaired. The Committee had successfully challenged the External Auditors' classification of the bad debt position as a key audit issue and this had been removed from the Letter of Representation. The Committee would continue to monitor the overall level of provisions.

The Chair of the ARC reported that an audit issue had caused a delay in the finalisation of the financial statements. Late in the audit process, the External Auditors had identified an issue around the evidencing of the University's share of the LPFA pension scheme. This was a sector-wide issue and the challenge had been how to provide assurance that the apportionment of the assets was correct. The matter had required considerable dialogue with the actuaries. PwC had confirmed the previous day that the matter had been resolved and they were now able to provide an unqualified audit opinion.

The CFO presented a report on Going Concern which had been prepared to assist the Governing Body in agreeing the preparation of the accounts on a going concern basis. It set out the scenario testing which had been undertaken to assess the University's ability to withstand income and cost impacts. The analysis had also considered the potential consequences of a breach of the Bond covenants. The modelling had concluded that, even in the most extreme scenarios, the University would remain financially viable. The scenario testing had satisfied the External Auditors.

The Governing Body agreed that the financial results were excellent and that the report read well, and commended management on the document. The CFO commented that it had been a team wide effort and acknowledged the contribution of the Marketing team to the design and the University Secretary and the Vice-Chancellor's Policy & Strategic Adviser to the narrative. She also thanked Governors for their helpful comments and noted that the suggestions for improving next year's report would be taken on board, including strengthening the environmental, social and governance narrative.

The CFO reported that the External Auditors had now completed their audit and a final version of the Audit Results Report would be produced. It was anticipated that the final version of the financial statements would be ready for approval by Chair's action and signature the following week.

The Governing Body:

- (i) **Received:**
 - (a) A presentation from the CFO on the 2021/22 financial statements;
 - (b) The report on going concern by the CFO;
 - (c) The External Auditors' Audit Results Report, including the management response and the draft Letter of Representation;
- (ii) **Approved:**
 - (d) The preparation of the financial statements for 2021/22 on a going concern basis;
 - (e) The draft report and consolidated financial statements for 2021/22 for the University of Greenwich for signature by the Chair of the Governing Body and Vice-Chancellor prior to submission to the Office for Students; and
- (iii) **Authorised** the Chair of the Governing Body and the Vice-Chancellor to sign the Letter of Representation.

GB 22/25 2021/22 FINANCIAL RETURN TO OFFICE FOR STUDENTS

25.1 2022/23 Financial Outlook Update (GB 22/P53.1)

The CFO reported that a light touch reforecast had been carried out which had considered material changes since the 2022/23 budget had been approved by the Governing Body in June 2022. [REDACTED]

[REDACTED]

The Governing Body **approved** the Quarter 1 financial outlook for the year ending 31 July 2023.

25.2 Annual Financial Return to the Office for Students: Approval Process (ARC 22/P53.2)

The CFO outlined the proposed approach for seeking approval of the Annual Financial Return (AFR) to the OfS. The OfS had set an initial deadline of 30 November 2022 to initiate the verification process and a second deadline of 9 January 2023 for the resolution of any issues before the final submission date of 1 February 2023. As these dates fell outside the normal committee cycle, it was proposed that the AFR should be sent to the Finance Committee for approval before Christmas and then to the Chair of the Governing Body for approval by chair's action. As the Accountable Officer, the Vice-Chancellor was responsible for the signoff of the AFR before its final submission.

Following a discussion about inflation, the affordability of capital projects and future borrowing requirements, it was agreed that the Governing Body should have an opportunity at a future meeting to discuss the University's liquidity position.

The Governing Body **endorsed** the approach for seeking approval of the AFR.

GB 22/26 STRATEGIC RISKS (GB 22/P54)

The University Secretary presented the report on strategic risks and the updated strategic risk dashboard (November 2022). The dashboard had been updated to reflect the version of the Strategic Risk Register (SRR) discussed at the November meeting of the ARC. The residual risk scorings for two risks had increased:

- [REDACTED]

[REDACTED]

[REDACTED]

In discussing emerging risks, it was reported that a recent emergency response and business continuity exercise on power outages had usefully identified a number of operational points which would improve the University's resilience. The Governing Body noted the benefit of such exercises and that the emergency response plan should include notifying the Chair and Governors of any major incidents.

The Director of Strategic Planning & Business Intelligence presented the regular update on strategic KPIS. [REDACTED]

The report set out a process for the annual review of strategy KPI targets. Each of the nine strategy KPIS would be reviewed on an annual basis. The outcomes of the review (including any proposals to alter the yearly milestones, trajectories or 2030 end of strategy targets) would be presented to the Governing Body for approval.

As noted in the Vice-Chancellor's report (GB 22/21), the changes to the NSS being implemented in 2023 would require a review of strategic KPI#2, which was based on the NSS overall satisfaction score. The Vice-Chancellor reported that other options were being explored and a recommendation would be put to the Governing Body in due course.

GB 22/28 CHAIR AND VICE-CHAIR APPOINTMENT PROCEDURE (GB 22/P56)

The University Secretary assumed the Chair.

The University Secretary presented a new proposed procedure for the appointment of the Chair and Vice-Chair of the Governing Body which had been approved by the Nominations, Staffing and Governance (NSG) Committee by circulation. The principal changes were:

- The NSG Committee would be responsible for overseeing the process and making recommendations to the Governing Body, replacing the role previously played by the "chairs of committees" in the appointment process;
- The replacement of Chair elections with a competitive application process;
- The separation of the Vice-Chair appointment from the Chair appointment in order to ensure continuity and support succession planning.

In discussing the proposed procedure, it was suggested that:

- (i) It should be possible for Governors who were not members of the NSG Committee to be co-opted to the Chair recruitment process, e.g. to serve on interview panels;
- (ii) The Senior Independent Governor should seek the views of other Governors on the re-appointment of the Vice-Chair (as for the re-appointment of the Chair).

Subject to the above amendments, the Governing Body **approved** the revised Procedure for Appointing the Chair and Vice-Chair of the Governing Body.

GB 22/29 GOVERNING BODY DELEGATION FRAMEWORK (GB 22/P57)

Bronwyn Hill resumed the Chair.

The Governing Body received the following:

- (i) An introduction to the University Delegation Framework
- (ii) A summary of proposed changes to current Governing Body delegations
- (iii) The Governing Body Delegation Framework
- (iv) A connected Framework for the approval of policies and statutory returns.

The University Secretary reported that the governance review by Halpin Partnership in 2021/22 had recommended that a scheme of delegation should be developed to capture how decision making flowed down through the committee structure. Consequently, a University Delegation Framework had been produced comprising three separate frameworks:

- A Governing Body Framework covering decisions retained by the Governing Body and its committees;
- An Academic Council Framework covering powers delegated by the Council;
- An Executive Framework covering powers delegated by the Vice-Chancellor.

The draft Governing Body Framework had been reviewed by the NSG Committee, the Finance Committee and the ARC.

The Governing Body welcomed the clarity provided by the new Governing Body Delegation Framework and approved it (including the Framework for approving policies and statutory returns) for adoption. The Frameworks would be published on the University's website and reviewed annually and as necessary.

GB 22/30 GOVERNING BODY COMMITTEES: MATTERS REQUIRING APPROVAL
(GB 22/P58)

The Governing Body **received** a summary of decisions by its committees requiring the Governing Body's approval. The following matters (all in the Information Pack save for approval of the Order over £5 million) were approved:

- (i) From the Remuneration Committee held on 25 October 2022:
 - 2021/22 Remuneration Annual Report and Statement
- (ii) From the Finance Committee held on 7 November 2022:
 - Business Case for Cloud Transformation Project
 - Approval of the following order over £5 million (subject to the Communications & Recruitment Directorate having sufficient funds for the purchase and to compliance with the University's Financial and Tendering Regulations):

Estimated value inclusive of VAT

[REDACTED]

- Letters of Support: Greenwich Property Limited and Greenwich University Enterprises Limited
- Letter of Support: Greenwich Students' Union
- (iii) From the Audit & Risk Committee held on 14 November 2022:
 - Audit & Risk Committee Annual Report 2021/22
 - Appendix: Internal Audit Annual Report 2021/22
 - Modern Slavery Act Statement 2021/22
 - Prevent Duty Annual Report to the Governing Body and Prevent Duty Return to OfS

The meeting ended at 18:30.

T.A.Brighton / Peter Garrod / 19 December 2022