

the
GOVERNING BODY

**MINUTES of the Governing Body held on Monday,
24 November 2024 in room 010, Queen Anne Court, Greenwich campus,
Park Row, Greenwich SE10 9LS and via Microsoft Teams, held at 17.00**

Present: Mr C McWilliam (Chair) Mr M Orr
Mr A Chowdhury Mr R Patel (via Teams)
Ms P Coles Ms J Seehra-Pearce
Professor J Harrington (Vice-Chancellor & CEO) Mr A Sharma (via Teams)
Mr R Hicks Dr S Sweeney
Ms B Hill CBE Ms E Sideris
Ms T King

In attendance:

Mrs T Brighton (Governance Support Manager)(minutes)
Ms G Brindley (Executive Director of People)(Item 24/17)
Mr P Garrod (University Secretary)
Professor V Lemm (Deputy Vice-Chancellor & Provost)
Mr P Taylor (Chief Operating Officer)
Ms L Watson (Chief Financial Officer)
Professor A Westby (Deputy Vice-Chancellor (Research & Knowledge Exchange))
Ms O Otobo (Consultant, Halpin Partnership)

Apologies for Absence:

Professor B Boag
Mr S Saluja

GB 24/13 WELCOME

The Chair welcomed Osaro Otobo, Consultant from Halpin Partnership, who was observing the meeting as part of the ongoing governance effectiveness review.

The Chair reported that Professor Brian Boag would be leaving the University shortly to take up a role as Executive Dean at the University of East London. The Governing Body noted its thanks for his contribution as a Staff Governor and member of the Finance Committee over the past year.

GB 24/14 ITEM FROM THE CHAIR

14.1 Appointment of External Auditor

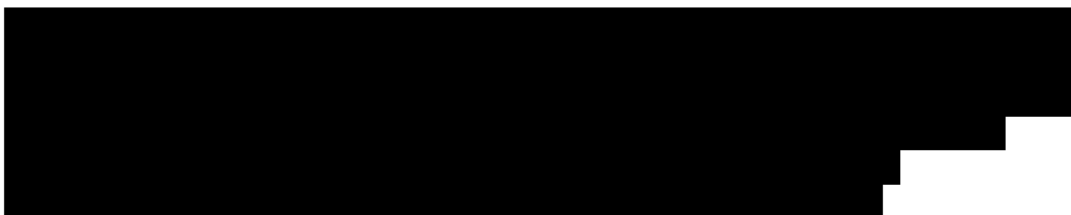
The Chair reported that, following a procurement process, the Audit & Risk Committee had recommended the appointment of Buzzacott as the University's external auditor commencing August 2025 (as set out in GB 24/P30). The Governing Body **approved** the appointment.

GB 24/15 DECLARATIONS OF CONFLICT OF INTERESTS

No declarations of conflict of interests were made.

GB 24/16 MINUTES OF PREVIOUS MEETING AND ACTIONS (GB 24/P22)

The minutes of the meeting held on 16 October 2024 were approved. The actions tracker was received.



GB 24/17 SENIOR STAFF REMUNERATION FRAMEWORK (GB 24/P28)

Gail Brindley, Executive Director of People, attended for this item.

The Executive Director of People presented proposed revisions to the Senior Staff Remuneration Framework following a comprehensive review. The changes complied with the principles of the CUC Higher Education Senior Staff Remuneration Code, reflected consideration for attracting, retaining and rewarding senior postholders and had been reviewed by the Remuneration Committee, which recommended the revised Framework for approval.

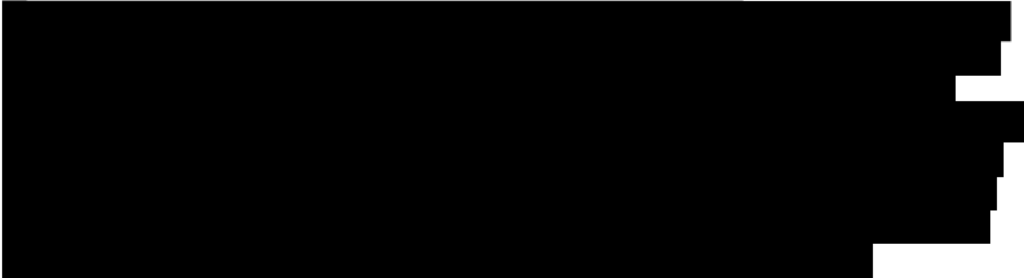
Following a change in the structure of the Vice-Chancellor's Executive (VCE), the Framework had been extended to include all 17 senior postholders within the VCE and provided for recognition of both individual and collective performance, ensuring alignment with strategic goals. Postholders were expected to aspire to excellence in performance leading to A and A* ratings and would be required to achieve two personal and two collective goals, one of which would be a financial goal. If the collective goal on financial performance was not achieved, no payment would be made. Under the Framework, the Remuneration Committee would continue to be responsible for assessing the performance of individual senior postholders.

In response to questioning, the Governing Body noted that the proposed Framework aligned with current trends and practices. The University's senior staff remuneration package had been benchmarked against other universities in the University Alliance Group.

The Governing Body expressed its support for the revised Framework and for extending its provisions to the broader group of VCE members which was important for the future sustainability of the University. There was support for the collective component of the provisions to ensure the executive worked collaboratively as a team. There was some discussion on how the collective financial goal would be set and the Governing Body was assured that the goal would be linked to the most recent financial performance. The second collective goal would change but for the first year of operation, this related to student continuation. The Governing Body was assured that operation of the Framework would be reviewed annually and that Governors would be involved in the decision making around the non-financial collective goal.

The Governing Body **approved** the revised Senior Staff Remuneration Framework for immediate adoption.

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

- 
- **Access and Participation Plan:** the University's Access and Participation Plan for 2025/26 had been approved by the Office for Students. This was a pleasing outcome and the result of a team effort across the institution.
- **Sustainability Strategic Action Plan:** the University had now launched its Sustainability Strategic Action Plan which set out the work already undertaken and an ambitious plan for action to 2030.
- **GreenWitch Campaign:** in partnership with the Visit Greenwich, the Old Royal Naval College and Universal Pictures, the University had temporarily been rebranded as the 'University of GreenWitch' for two weeks to celebrate the release of the film "Wicked".
- **University's Achievements:** the University had become the first university in England to be accredited as a Menopause Friendly Employer.
- **Office for Students & Government Matters:** the OfS had recently published a report on the financial sustainability of higher education providers in England which indicated that the sector was facing increasingly difficult challenges in the coming years. UUK and the University Alliance would be working with the Government to analyse the challenges around long term sustainability for the sector.



The Governing Body enquired about the current levels of staff engagement and morale given the University's response to the current sector conditions. The Vice-Chancellor reported on recent staff information sessions held to keep staff informed of developments. These promoted working as a team and implementing effective processes to ensure institutional sustainability.

The Governing Body welcomed the launch of the Sustainability Strategic Action Plan and expressed interest in understanding the long-term goals and implementation. Under the existing governance arrangements, the various strands of the Plan would be monitored via different workstreams but the annual sustainability report would be provided to Governors. It was agreed that a more in-depth briefing on the Plan and the University's sustainability goals would be covered in a future development session.

The Chief Financial Officer (CFO) presented the University's draft report and financial statements for the year ended 31 July 2024. The overall financial performance was mixed although all the financial KPIs had been met. An operating surplus of £27m had been achieved, representing an 8.2% margin rate and exceeding last year's performance. However, both operating cash and cash as a percentage of income were below last year's levels. There had been corresponding increases in revenue (underpinned principally by higher student numbers) and expenditure as well as several one-off and non-operational impacting factors. Adjustment of these factors resulted in a reduction in the operating surplus of £7.5m. The balance sheet had strengthened largely in part due to the early redemption of the listed Bond.

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. The report set out the scenario testing which had been undertaken to assess the University's ability to withstand income and cost impacts, using three different scenarios against a base scenario, across the period to November 2025. The modelling had concluded that, even in the failure scenario, the University would remain financially viable over the time horizon and would also have other mitigating options available. The scenario testing had satisfied the External Auditors and had been considered by the Finance Committee and the Audit and Risk Committee (ARC). It was suggested that, as the University was likely to have made substantial investment in the Devonport House refurbishment and cash commitments would be more fixed, a different approach to next year's assessment should be considered. It might be prudent to consider running the testing earlier in the cycle and extrapolating the scenarios against the period of the five-year plan.

The Chair of the Finance Committee reported that the Committee had examined the report and financial statements in detail and acknowledged the good results in a difficult economic environment. Despite the significant increase in the year-end operating surplus, the Committee was mindful that the underlying position would require close monitoring.

The CFO reported that the ARC had considered the External Auditors' ISA 260 report and discussed the key accounting matters. These had included the appropriateness of the accounting treatment of the LPFA pension surplus and redemption of the listed Bond and the classification of the recoverability of the receivables balance of Greenwich Property Limited as a doubtful debt. There had been some continuing issues with the journals produced by the Oracle finance system and the University was working to address the software problem with the supplier. The Governing Body noted the improving position on bad debts as a consequence of debt collection measures and was satisfied that the level of provisioning, which the External Auditors felt was on the conservative side, was prudent.

The Governing Body discussed how best to communicate the financial results to staff in the context of the sector financial challenges and ongoing efficiency measures. The CFO advised that communication to staff on the University's financial performance was open and transparent and staff appeared to understand the messaging.

The Governing Body commended the executive and the CFO and her team on the pleasing set of results which provided assurance of the University's current financial resilience.

The CFO reported that the External Auditors would be issuing a 'clean' audit opinion. Work to close the audit was nearly finalised and internal sign-off was

planned within the next day or so. The Letter of Representation to the External Auditors remained unchanged from the previous year save for the appended statement of uncorrected misstatements. Any changes after consideration by the Governing Body would be approved by Chair's Action.

The Governing Body:

- (i) **Received:**
 - (a) A presentation from the CFO on the 2023/24 financial statements.
 - (b) The Report on Going Concern by the CFO.
 - (c) The External Auditor's ISA 260 Report, including the management response and the draft Letter of Representation;
- (ii) **Approved:**
 - (a) The preparation of the financial statements for 2023/24 on a going concern basis;
 - (b) The draft report and consolidated financial statements for 2023/24 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, with any final amendments to be approved by Chair's action; and
- (iii) **Authorised** the Chair of the Governing Body and the Vice-Chancellor to sign the Letter of Representation.

GB 24/19 FINANCIAL OUTLOOK

19.1 Q1 Financial Outlook Update (GB 24/P25)

[REDACTED]

[REDACTED]

19.2 Five-Year Financial Forecast Refresh (GB 24/P26)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

GB 24/20 DEFINED CONTRIBUTION PENSION SCHEME (GB 24/P27)

The Chief Financial Officer presented a proposal to introduce a defined contribution (DC) pension scheme with a recommendation for a preferred supplier. The scheme would run in parallel with the existing defined benefit (DB) pension arrangements and would offer an alternative option for staff who had opted out of the current DB scheme. The new scheme was advantageous in terms of offering an affordable, flexible and inclusive pension option for staff and offered some future-proofing regarding costs certainty and keeping pace with pension developments in the sector. On the basis of the recommendations of the pensions consultant appointed by the University to advise on the scheme, a multi-employer master trust scheme was proposed as the optimal delivery vehicle with a contribution structure of three employee and employer contribution rates. The cost of the scheme would be dependent upon the take-up at each of the three contribution rates.

The Governing Body expressed unanimous support for the overall proposal and **approved** the recommendation of the Finance Committee that Legal & General be appointed as the University of Greenwich's Defined Contribution pension provider to run in parallel with the existing defined benefit pension arrangements. It was anticipated that the scheme would be implemented from February 2025 following relevant consultation.

GB 24/22 PREVENT DUTY ANNUAL REPORT TO THE GOVERNING BODY AND PREVENT DUTY RETURN TO OfS 9GB 24/P29)

The University Secretary presented:

- i the annual report to the Governing Body on compliance with the Prevent duty in 2023/24.
- ii the University's draft Prevent data return to the OfS for 2023/24 covering Prevent cases, training and events and speakers.
- iii the draft Prevent duty accountability declaration.

The University Secretary reported that the University was required to provide an annual data return and accountability declaration to the OfS on its compliance with the Prevent Duty under the Counter-Terrorism and Security Act 2015. The annual report was no longer required to be submitted to the OfS but was provided to enable Governors to approve the Prevent return and declaration. The report was organised according to the main themes of the Prevent Duty and emphasised the work undertaken during the past year on improving and reviewing processes associated with web monitoring.

The Governing Body agreed that the report highlighted the comprehensive processes in place in response to the Prevent duty. It was noted that, as required, the University provided specialist training on Prevent awareness and it was asked whether the training should be provided more widely. The University Secretary advised that current training focussed on staff with specialist safeguarding and student wellbeing roles and also GSU staff. More generally, however, awareness about how to report concerns under the safeguarding process was raised across the wider staff population through induction training and ongoing internal communications. The Governing Body was reassured by this broader offering and suggested that, notwithstanding the 'Report and Support' referral mechanism, the executive reflect on how best to cultivate a culture that encouraged people to safely report incidents.

The Governing Body discussed the potential impact of the Terrorism (Protection of Premises) Bill (Martyn's Law) on campus security and the importance of maintaining a safe and open environment. The University Secretary outlined the measures in place for emergency response planning and provided assurance around the effective coordination with the other partners on the shared campuses.

The Governing Body **received** the annual report on the University's compliance with the Prevent Duty in 2023/24 and **approved** the data return and accountability declaration for submission to the OfS.

GB 24/23 GOVERNING BODY COMMITTEES: MATTERS REQUIRING APPROVAL
(GB 24/P30)

The Governing Body **approved** the following:

- From the Remuneration Committee held on 1 November 2024:
 - 2023/24 Remuneration Annual Report and Statement for publication.
- From the People & Governance Committee (via circulation post 1 October 2024 meeting)
 - The appointment of Dr Stuart Sweeney as vice-chair of the Finance Committee with immediate effect.
- From the Finance Committee held on 11 November 2024:
 - Approval process for submission of the 2023/24 Financial Return to the Office for Students by 31 December 2024.
- From the Audit & Risk Committee held on 18 November 2024:
 - Modern Slavery Act Statement 2023/24 for publication.
 - Appointment of Buzzacott LLP as the University's external auditors wef the 2024/25 financial audit for five years with the option of a two-year extension and an annual fee of [REDACTED]

The meeting finished at 19:00.

T.A.Brighton
15 December 2024