

CONFIRMED

## Minutes      **Board of Governors** **4<sup>th</sup> meeting of the academic year 2019/20**

**Time and date:** 10:00, Thursday 5 March 2020

**Location:** Trinity House Boardroom

**Present:** Mr I Squires (Chair), Mr S Cole, Professor A Collop, Professor F Cownie, Ms J Ezard, Ms L Hinnigan, Mr J Lees, Mr P McNicoll, Ms S Pierson, Mr P Tansley and Mr D Toner.

**In attendance:** Mr S Bradbury, Pro Vice-Chancellor for International and Dean of Arts, Design and Humanities (item 080),  
Ms J Brennan, Executive Director of People and Organisational Development (items 076, 079, and 081),  
Mr B Browne, Chief Operating Officer,  
Dr P Cross, Chief Finance Officer (item 076),  
Mr L D'Souza, Director of Global Partnerships and Interim Director of the International Office (item 080),  
Mr A Heath, Director of Governance and Legal (item 076),  
**[Redacted]**  
Ms A Murphy, Senior Learning and Organisational Development Consultant (item 079),  
Dr S Oldroyd, Interim Deputy Vice-Chancellor,  
Mr J Rushforth, Senior Associate, Advance HE (item 078),  
Mr S Shenstone, Director of Business Development and Delivery, Advance HE (item 078),  
Mr S Weston, Clerk to the Board of Governors.

**Secretary:** Mr N Jeffs, Assistant Clerk to the Board of Governors

### **067      Apologies for absence**

Apologies for absence had been received from Ms D Buchanan, Ms D Rattanpal, Ms J Sanghera, and Dr R Snape.

### **068      Declaration of any pecuniary, family or other personal interests**

Professor Collop made a standing declaration regarding a member of his immediate family being enrolled as a student at DMU.

Mr McNicoll made a standing declaration regarding one relative who is an employee of DMU.

Mr Toner made a standing declaration regarding ongoing commercial arrangements between DMU and Spire Leicester Hospital.

**069 Minutes of the previous meeting**

The minutes of the Board of Governors' meeting held on 21 November 2019 [069-BG200305-A] were confirmed as was a redacted version proposed for broader publication [069-BG200305-B]. The minutes of the extraordinary meeting held on 11 December 2019 [069-BG200305-C] were also confirmed.

**070 Matters arising**  
070-BG200305-D

**[Redacted]**

There were no other matters arising that had not already been completed or that were due to be discussed at a future meeting of the committee.

**071 Membership update**

Governors considered the following proposed changes to the membership of the board's sub-committees:

- a. Dianne Buchanan would join the Remuneration Committee;
- b. Sara Pierson would leave the Finance and Human Resources Committee and join the Audit Committee;
- c. Jasvinder Sanghera would join the Audit Committee; and
- d. Ian Squires would join the Finance and Human Resources Committee.

RESOLVED:

That the proposed changes be approved and implemented with immediate effect.

**072 Update from the Chair of the Board**

The Chair of the Board welcomed governors to the meeting, which was his first in the role. The Chair thanked Ms Hinnigan for her work in leading the board over the past 18 months, both as Interim Deputy Chair (from 27 September 2018) and as Interim Chair (from 7 March 2019). The Chair also noted the following:

- i. The Chair had now met or had phone conversations with all governors and members of the Executive Board, and attended a DMU Open Day.
- ii. The Chair had recorded an introductory interview, which would be published on the university's website and YouTube Channel [available via this link: <https://www.youtube.com/watch?v=6M1OtSXMa-M>].
- iii. The Chair was building a relationship with the Clerk to the Board and his office, and would shortly be reviewing the cycle of business for the board and its sub-committees, and considering whether the existing schedule of meetings remained appropriate.
- iv. The recruitment of new independent governors had begun, as had the process for the recruitment of a substantive Vice-Chancellor. The search for a new Chancellor for the university would commence shortly.

**073 Reports from sub-committee Chairs and the Academic Board**

The Chairs of the Audit and Finance and Human Resources Committees provided updates on key items of business that had been discussed at their most recent

meetings. Mr McNicoll provided an update on key items of business that had been discussed at the most recent meeting of the Academic Board.

Governors observed that there appeared to be some crossover in the business that was being considered at the Audit and Finance and Human Resource Committees. It was acknowledged that some crossover was inevitable as the committees were occasionally required to consider the same issue from different perspectives. However, it was felt that the cycles of business of these committees, and that of the board, might benefit from a holistic review to ensure that they remained appropriate and that there was no duplication of business. This review would be carried out in due course.

RESOLVED:

That the cycles of business for the board and its sub-committees be reviewed to ensure that they remained appropriate and avoided duplication of business where possible. This review would be conducted by the Chair of the Board, the Chairs of the relevant sub-committees, and the Clerk to the Board.

#### **074 Report by the Interim Vice-Chancellor**

The Interim Vice-Chancellor (IVC) delivered a presentation concerning recent higher education policy developments, and expanded on certain elements of his written report [074-BG200305-E].

i. COVID-19

The university's Pandemic Working Group and crisis response teams had been meeting regularly to discuss the university's preparedness for, and response to, the COVID-19 pandemic. Areas of immediate focus included ensuring that the university was prepared for any escalation of the crisis, and that it was able to continue to support its students and staff appropriately. In the meantime, the university would continue its current approach in terms of following the advice of the World Health Organisation, the Foreign and Commonwealth Office, and Public Health England/the NHS. The university was also monitoring the potential business risk to its recruitment from outside of the UK, particularly from China where English language testing had been suspended since January 2020. Governors would continue to be provided with updates as the situation developed.

ii. University and College Union industrial action

University and College Union industrial action at DMU continued, with further strike days planned throughout March and action short of a strike continuing until July 2020. The impact of the ongoing industrial action had been varied; some programmes of study had felt little impact whereas others were affected significantly with a number of classes being cancelled. The university would continue to consider how best to ensure the affected students did not miss out on the tuition to which they were entitled.

iii. **[Redacted]**

iv. **[Redacted]**

In addition to the discussions surrounding these four areas, governors requested information concerning the widening of the university's Black, Asian and Minority Ethnic (BAME) attainment gap, and suggested that an update be delivered at an appropriate future meeting. In addition, governors requested that an update on Brexit and its implications for DMU also be provided at an appropriate future meeting.

RESOLVED:

- a. That the IVC's presentation and written report be noted.
- b. That the Clerk to the Board would make the IVC's presentation available on the board's SharePoint page.
- c. That the requirement for the university to appoint a new Ofsted champion from August 2020 be factored into the ongoing governor recruitment exercise.
- d. That the board be provided with further information at an appropriate future meeting concerning the widening of the university's BAME attainment gap.
- e. That the board be provided with an update at an appropriate future meeting concerning Brexit and its implications for DMU.

#### **075 Office for Students' action plan**

The Chief Operating Officer (COO) introduced a report [075-BG200305-F] concerning the university's progress towards the completion of, and ongoing compliance with, the OfS' action plan.

The university was on target in terms of its progress with the exception of point 29, concerning the adoption of an 'Ethics Code'. The code had been considered by the Ethics Committee at its meeting on 25 November 2019 where it was proposed that students and staff should be given the opportunity to feed their thoughts into the final version. However, it had been recognised subsequently that the draft code was more akin to a set of behavioural values and that the progression of any consultation would be inappropriate at this stage given that a likely outcome of the university's Cultural Survey would be the development of a new set of behavioural values for DMU. Therefore, with the agreement of the OfS, the implementation of that action had been revised and delayed until spring 2020.

RESOLVED:

That the report be noted.

#### **076 Policy and governance review**

The COO introduced a report [076-BG200305-G] concerning the outcomes of the policy and governance review, which the university had committed to undertaking as part of the OfS action plan. The review had been overseen by the Finance and Human Resources Committee, which had considered the outcomes at its meeting on 20 February 2020. The Chief Finance Officer, Executive Director of People and Organisational Development (POD), and Director of Governance and Legal joined the meeting for the discussion of this item.

The review had proposed amendments to a number of staff policies and procedures, as well as revisions to a number of key governance documents. A set of Standing Orders for the board had been drafted and were submitted for consideration also. Following its discussion of the various items, the board made

a number of recommendations for additional amendments, which would be implemented prior to the documents' publication. It was noted that the final versions of these documents were also subject to any recommendations arising from the now completed governance effectiveness review, the outcomes of which would be discussed in greater detail at item 078.

i. Instrument and Articles of Government

Regarding paragraph 9 of the Instrument and Articles of Government (concerning the board's ability to remove a governor), it was suggested that this be explicitly linked to Standing Order 13 where the process was outlined in greater detail.

ii. Scheme of Delegation

Governors discussed the appropriateness of the thresholds outlined at delegation 7.1, regarding the approval of projects (capital and revenue). It was felt that the proposed threshold of £5m before projects were considered by the board was too low, and that this should be adjusted so that governor oversight and approval was required at a lower value. It was agreed that the Capital, Commercial, and Partnership Group and the Finance and Human Resources Committee would have delegated authority to approve projects valued over £1m and up to £3m, and that the board would have final authority for projects valued at over £3m. Governors felt that this approach would strike an appropriate balance between them seeking assurance and not slowing down the process of approving proposed projects.

It was recognised that there might be situations where the risks posed by a particular project, whether they be financial or reputational, were such that approval by the board would be required, regardless of its value. It was also recognised that there might be occasions where the university was required to consider the approval of a project at such short notice that it was unfeasible to convene a full meeting of the board, or seek consent via correspondence. In such cases, governors agreed that authority for the approval of the project be delegated to the Chair of the Board, with the outcome being reported to the full board at the earliest opportunity thereafter.

iii. Standing Orders

The board agreed that oversight of the Standing Orders would sit within the remit of Audit Committee rather than the Nominations Committee, and this responsibility would be added to the terms of reference of the former.

RESOLVED:

- a. That, subject to the amendments noted in 076i-iii, the new/amended governance and policy documents (the Instrument and Articles of Government, the Scheme of Delegation, the Standing Orders, and the Financial Regulations and its associated policies) be approved;
- b. That the amended staff policies and procedures (the Code of Conduct for Staff and Governors at DMU, the Raising Serious Concerns: Whistleblowing Policy, and the two separate disciplinary policies for

- academic and professional services staff), as approved by the Finance and Human Resources Committee, be noted; and
- c. That it be noted that the revised separate disciplinary policies for academic and professional services staff were still subject to ratification by UCU and UNISON respectively.

## **077 Constitution of the Academic Board**

The IVC introduced a report [077-BG200305-H] concerning proposed revisions to the constitution of the Academic Board, which had been prompted by the wider review of the university's governance documents. Some further comments from Academic Board members had been circulated separately to governors prior to the meeting, and these were considered here also. Arising from the discussion of this item, the following points were highlighted:

- i. The elected academic staff representative on the Board of Governors would remain a member of the Academic Board.
- ii. In addition, an independent governor would be nominated to join the Academic Board as an attendee only, not as a full member. This governor would attend Academic Board meetings primarily as an observer with the aim of building a stronger link between the two bodies.
- iii. The nominated governor would deliver an update concerning Academic Board business to the next meeting of the Board of Governors, thus increasing the board's awareness of the university's academic activities.
- iv. This approach would be adopted for one year in the first instance, at which point it would be reviewed to ensure that it remained the most appropriate way to engage with the Academic Board.

RESOLVED:

- a. That, subject to the points highlighted at 077i-iv, the proposed revisions to the constitution of the Academic Board be approved, and that a letter be sent to the Academic Board on behalf of the Board of Governors to draw their attention to the outcomes of the discussions surrounding these revisions.
- b. That the Academic Board would be asked, as part of the above letter, to come to its own view on some of the finer points of detail raised by its members in their further comments.

## **078 Governance effectiveness review**

Mr Shenstone and Mr Rushforth joined the meeting to present an overview of the findings of Advance HE's review of the effectiveness of governance at DMU. The findings had been outlined in detail in a report [078-BG200305-I], which had been circulated to governors prior to the meeting. The report made a number of recommendations as to how the university might improve its governance arrangements. Arising from the discussion of this item, the following points were highlighted:

- i. The representatives of Advance HE noted that, despite a number of recommendations being made, the review had highlighted many positive examples of good governance practice at DMU.
- ii. Many of the recommendations of the review were already being addressed, either directly or indirectly as a result of wider ongoing changes at DMU.

- iii. The key, substantial recommendations would be discussed in greater detail by the Effectiveness Review Steering Group, who would report to the board at a future meeting its proposed response in each case. The steering group would aim to meet before Easter if possible.
- iv. Future agendas for board meetings would allow for governors to reflect on the business that they had considered at the meeting (recommendation 2).
- v. It was suggested that the role of a Senior Independent Governor (recommendation 7) might not be necessary as, to a great extent, this function would be carried out by a Deputy Chair of the Board, a role that was due to be appointed to imminently.
- vi. It was recognised that, should the board decide that the role of a University Secretary was necessary (recommendation 12), it would be important for that person to have the appropriate relationship with both the Chair of the Board and the Vice-Chancellor.
- vii. The board would continue to become more integrated with the activities of the wider university, for example with governors being assigned oversight of specific 'themes' such as partnerships or quality assurance.
- viii. The university would need to consider its formal response to the review, as well as how best to make the OfS aware of its outcomes, and its subsequent publication, in order to demonstrate DMU's completion of point 17 of the action plan.

RESOLVED:

- a. That the report of the governance effectiveness review be noted.
- b. That the Effectiveness Review Steering Group meet before Easter to consider the main list of the recommendations of the review, and to make proposals to a future meeting of the board as to how it might appropriately respond in each case.
- c. That the university would consider its approach to the publication of the report, and its approach to making the OfS aware of the outcomes.
- d. That the details of who to contact in the event that governors receive enquiries from the press concerning the outcomes of the review would be circulated following the meeting by the Clerk to the Board.

**079 Results of the DMU Cultural Survey**

The Executive Director of POD and Senior Learning and Organisational Development Consultant delivered a presentation concerning the results of the DMU Cultural Survey.

Governors welcomed the results and the progress that the university had already made in terms of improving the culture at DMU. **[Redacted]** In discussing this item, the following points were highlighted:

- i. The cultural tone of an organisation should be set by its leadership, therefore it would be important for the Board of Governors and Executive Board to be seen as both leaders and exemplars of change.
- ii. It was recognised that it would take time to embed fully the process of conducting 360-degree appraisals for senior staff. The university would introduce these initially to members of the Executive Board before expanding them to other senior colleagues in future.
- iii. **[Redacted]**

RESOLVED:

That the presentation concerning the results of the DMU Cultural Survey be noted.

**080 Transnational education partnerships**

The Pro Vice-Chancellor for International and Interim Director of the International Office joined the meeting to deliver a presentation concerning the university's proposed approach to the establishment of transnational education (TNE) partnerships. The presentation expanded on the contents of a report [080-BG200305-J] on the same subject, which had been submitted to the board for its consideration. Arising from the discussion of this item, the following points were highlighted:

- i. Referencing the internal audit report entitled 'UK and International Partnerships', which had been considered by the Audit Committee at its meeting on 10 February 2020, it was acknowledged that positive progress had since been made in terms of DMU's approach to TNE opportunities.
- ii. The university would take a more cross-institutional approach to its TNE partnerships in future. This approach would be outlined in greater detail for the board, as would the proposed 'Campus Lite' operating model.
- iii. Governors would be made aware of where, and on what basis, governance decisions around proposed partnerships were being taken.
- iv. Governors would seek assurance on the university's approach via the development of a framework for the consideration of risk (financial, ethical, and reputational). This framework would require the approval of the board and be used by the university as the basis for the management of all of its TNE partnerships. The board (or its committees) might then become more actively involved in specific matters where significant issues of risk had been highlighted.
- v. The board would receive a biannual report concerning forthcoming pipeline partnerships. Regular reporting to the board would also enable it to be briefed in good time on any potential areas of concern in relation to an existing or proposed partnership.

RESOLVED:

- a. That the report be noted.
- b. That the board be provided with an overview of the university's TNE strategy.
- c. That the board be provided with a fuller outline of the proposed 'Campus Lite' model.
- d. That a framework for the consideration of risk (financial, ethical, and reputational) be developed and submitted to the board for its approval between meetings.
- e. That the board be provided with an outline of the governance structure and decision-making processes around the approval of proposed TNE partnerships.
- f. That the board would be provided with a biannual report concerning pipeline partnerships.

**081 Remuneration Committee**

*Prior to the discussion of this item, independent governors Mr Cole and Ms Pierson left the meeting, therefore rendering inquorate the remaining discussions. The*

*views of those governors that were absent would be sought on any matters requiring a decision.*

The Executive Director of POD introduced two items in relation to the Remuneration Committee. The Interim Vice-Chancellor, Interim Deputy Vice-Chancellor, and Chief Operating Officer were not present for the consideration of item 081i.

i. Annual Report of the Remuneration Committee

The board considered the Annual Report of the Remuneration Committee [081-BG200305-K].

ii. Remuneration policy for senior post holders

The board considered a proposal [081-BG200305-L] to adopt a new pay policy that would be used to guide the determination of basic salary levels for senior post holders. It was noted that the policy did not apply to members of staff who were substantively employed as professors and it was suggested that this exclusion be extended to encompass all academic staff. The only exceptions to this would be those members of academic staff who were also members of the Executive Board i.e. the Pro Vice-Chancellors/Deans.

RESOLVED:

- a. That the Annual Report of the Remuneration Committee be noted.
- b. That the remit of the Remuneration Committee be extended, as per the proposed policy, to include all members of the Executive Board along with all other salaried staff earning £100,000 or more per annum (with the exception of academic staff as noted at 081ii).
- c. That the development of a revised policy on performance related pay and other allowances for senior post holders continue. This revision had been requested by the Remuneration Committee at its meeting on 11 December 2019.
- d. That the Clerk to the Board would, following the meeting, write to absent governors seeking their agreement with the decisions taken as part of the discussion of this item, therefore ensuring that they had been taken by a quorate board.

**082-092 Items for noting**

The various items [082-BG200305-M to 092-BG200305-W] were noted.

**093 Any other business**

Deputy Chair of the Board of Governors

The Chair of the Board invited governors to submit nominations as to who they thought should take on the role of Deputy Chair of the Board of Governors. As per Standing Order 7, the Deputy Chair would take on the responsibilities of the Chair in their absence, and provide the Chair with support in the execution of their duties. The Clerk to the Board would write to governors to request formally their nominations, including to those governors who were absent from the meeting. Governors would be asked to submit their nominations no later than 13 March

2020 with a view to an appointee being confirmed in the role at the board's meeting on 7 May 2020.

RESOLVED:

That the Clerk to the Board would write to governors to request formally their nominations for the role of Deputy Chair of the Board.

**094 Date of the next meeting**

The next meeting of the Board of Governors would be held at 10:00 on Thursday 7 May 2020 in the Trinity House boardroom, Leicester.

**095 [Redacted]**

Signed by the Chair of the Board of Governors:

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Date:

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