

CONFIRMED

Minutes Board of Governors 5th meeting of the academic year 2019/20

Time and date: 10:00, Thursday 7 May 2020

Location: Virtual meeting via MS Teams

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

In attendance: Ms J Brennan, Executive Director of People and Organisational Development (item 104),
Mr B Browne, Chief Operating Officer,
Dr P Cross, Chief Finance Officer (item 104),
Mr N Jeffs, Assistant Clerk to the Board of Governors,
Professor J Labbe, Pro Vice-Chancellor (Academic) (item 104)
Dr S Oldroyd, Interim Deputy Vice-Chancellor,
Mr S Weston, Clerk to the Board of Governors.

Secretary: Ms C Keenan, Governance Officer

096 Apologies for absence

No apologies for absence had been received.

097 Declaration of any pecuniary, family or other personal interests

Mr Cole made a standing declaration regarding teaching delivered by Leicestershire Police as part of the university's BA (Hons.) Policing programme.

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.

Ms Rattanpal made a standing declaration regarding her partner being enrolled as a student at DMU.

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

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

098 Minutes of the previous meeting

The minutes of the Board of Governors' meeting held on 5 March 2020 [098-BG2000507-A] were confirmed.

When considering the redacted version [098-BG2000507-B], governors queried the full redaction of item 079. The Clerk to the Board confirmed that this section, which related to results of the DMU Cultural Survey, had been redacted to allow for the key messages of the survey to be delivered to staff in the first instance via a number of engagement sessions, therefore hopefully avoiding any potential misinterpretation of the information. Though these sessions had been cancelled as a result of COVID-19, it was acknowledged that there was, at this stage, an awareness of the results of the survey among staff and it was therefore felt that it was appropriate for most of the information within the minute to be accessible publicly.

RESOLVED:

That the Clerk's Office would remove all but two of the proposed redactions to minute 079.

099 Matters arising
099-BG200507-C

076 Policy and governance review

The Chief Operating Officer (COO) confirmed that the trade unions had been due to consider the draft disciplinary policies for academic and professional services staff, but had been delayed in doing so by the impact of COVID-19.

077 Constitution of the Academic Board

Following the previous meeting, a letter had been sent from the Board of Governors to the Academic Board regarding the outcomes of discussions concerning revisions to its constitution. It was anticipated that a response would be issued to the board in due course.

100 Appointment of a Deputy Chair of the Board

Governors had submitted nominations for the role of Deputy Chair of the Board of Governors. Professor Fiona Cownie had received five nominations for the role and no other candidates had been put forward. It was proposed, therefore, that Professor Cownie be appointed to the role. This proposal was agreed unanimously.

RESOLVED:

That the appointment of Professor Fiona Cownie as Deputy Chair of the Board be approved.

101 Update from the Chair of the Board

The Chair of the Board welcomed governors to the meeting. The Chair noted the following:

- i. There was a need for an additional meeting of the Board of Governors to allow for a strategic discussion about the university's future at a time of significant change. It was suggested that this meeting be scheduled in late January 2021.
- ii. The Chair was in the process of developing cross-cutting thematic roles for governors, which would enable them to become closer to university business. Some firm proposals would be submitted to the board's meeting on 16 July 2020, by which time it was hoped that a number of new independent governors would have joined the board, who would be able to take on these enhanced roles.
- iii. The recruitment of new independent governors had begun, with interviews due to take place virtually in June 2020. There were 14 candidates, with expertise in areas such as human resources, higher education, technology, law and Ofsted. Candidates were from a range of diverse backgrounds, with some being local to the region.
- iv. The recruitment process for a new substantive Vice-Chancellor had also begun, with shortlisting having taken place virtually. However, the recruitment panel felt it could not continue to the next stage without conducting in-person, face-to-face interviews, which were not presently possible due to the closure of the campus arising from COVID-19, and the associated restrictions that were in place. The recruitment process was continuing virtually, with stakeholder meetings taking place over the coming weeks before a decision would then need to be taken as to the way in which interviews could be conducted.
- v. The Chair continued to hold weekly meetings with the Interim Vice-Chancellor (IVC), and bi-weekly meetings with the Deputy Chair, IVC, Interim Deputy Vice-Chancellor (IDVC), and COO, the current focus of which was the university's response to COVID-19. The Chair and the Clerk had been given access to the minutes of the Silver Command meetings.

102 Report from the Academic Board

The elected staff representative provided an update on key items of business that had been discussed at the most recent meeting of the Academic Board (AB). This included an update on academic provision for the 2020/21 academic year, and the university's proposed 'No Detriment' Policy for students. AB had also discussed Transnational Education, specifically the process for the approval of regulations to support the suite of dual awards that were being developed in partnership with Asia Pacific University. AB had also agreed to write back to the Board of Governors regarding the need for a further revision to its constitution in order to enshrine the principle of academic freedom within its terms of reference.

RESOLVED:

That the report submitted to the board concerning DMU's institutional response to the COVID-19 pandemic [104-BG200507-E] would be circulated to the Academic Board for its information.

103 Report by the Interim Vice-Chancellor

The IVC took governors through the key points of his written report [103-BG200507-D].

i. University and College Union (UCU) Industrial Action – Pay and Conditions

Industrial action at DMU continued, with strikes on 14 separate dates over a period of five weeks between 20 February and 17 March 2020. Due to the developing COVID-19 crisis, pickets had been called off on 12 March, although strike action continued.

[Redacted]

ii. Staff engagement

The IVC had held virtual staff briefing and Q&A sessions on 3 April and 24 April 2020 to update staff on DMU's response to COVID-19. The sessions had been well attended, with viewing figures of over 500 on 3 April, and over 600 on 24 April. The briefings had been recorded and made available for staff to view via DMU Connect, alongside answers to all of the questions that had been asked during each session. Additionally, the joint Executive Board/Operational Leadership Group away day had been postponed due to COVID-19.

iii. Complete University Guide 2021

The release of the Complete University Guide (CUG) had been delayed due to COVID-19, but it was predicted that the university would be ranked 80th – a drop of 13 places. The decline in performance in the CUG was likely driven by a reduction in 'Good Honours' and degree completions during 2018/19. Governors agreed that it would be useful to receive some detail on the drop in completion rates. Communications were ongoing with Justine Greening (the former Secretary of State for Education) regarding her project on social mobility through education (further details for which are available here: <https://www.socialmobilitypledge.org/>). It was hoped that engagement with the Social Mobility Pledge might support DMU's efforts to address the decline in student non-completion.

iv. Times Higher Education University Impact Rankings 2020

The university had placed 64th of 766 institutions. It was highlighted that, although this marked a fall of 14 places from joint 50th in the 2019 rankings, an additional 279 institutions had taken part this year. Therefore, the university now ranked in the top 8.4% of participating institutions in terms of its overall performance, which marked an improvement from 2019.

v. **[Redacted]**

vi. Moody's Credit Rating

The annual credit rating for DMU remained at 'Aa3 Negative'. It was noted that the university's credit rating would not have an impact upon the interest rate of the existing bond.

vii. Pro Vice-Chancellor for Research

Following a competitive recruitment process, Professor David Mba had been appointed Pro Vice-Chancellor (PVC) for Research, a role that he would take on in addition to his existing role as PVC for Enterprise. The

university will commence a recruitment process to appoint a new Dean of Computing, Engineering and Media.

The report also covered International Women's Day, the postponement of the 150th Anniversary Celebrations, and the cancellation of Summer Graduation ceremonies.

RESOLVED:

- a. That the IVC's written report be noted.
- b. That the board be provided with information on student complaints received during recent strike action, including the nature of the complaint, how it had been resolved and its likely impact.
- c. That the board be provided with further information on the reduction in 2018/19 of the number of course completions. This would highlight any pockets of concern such as the types of students or particular courses.
- d. That the Clerk to the Board would invite governors to attend future IVC virtual staff briefing and Q&A sessions, and that the recordings of previous sessions would be also made available to governors.

104 De Montfort University's institutional response to COVID-19

The (IVC) delivered a presentation expanding on the contents of a report [104-BG200507-E] concerning the university's response to the COVID-19 pandemic. The Chief Finance Officer (CFO), the Executive Director of People and Organisational Development (POD) and the Pro-Vice-Chancellor (Academic) joined the meeting for the discussion of this item.

Pandemic Working Group and Major Incident Plan

- In light of the developing situation in Wuhan, China, the Pandemic Working Group (PWG) had been convened on 23 January to discuss the university's potential response to the crisis. Early stage responses included active communications with staff and students travelling to China during this period.
- As the risk increased in the UK, the PWG sought endorsement to initiate the Major Incident Plan (MIP). By 16 March the university had agreed to introduce remote learning and assessments. On 24 March, the university campus was closed to all but essential staff and students remaining in halls.
- In light of the crisis, the Office for Students (OfS) had aimed to minimise the regulatory burden and would act only if expected standards fell or there were potential breaches to consumer protection law. The COO offered to arrange a workshop to provide more detailed information to governors on the impact of the pandemic on the university's legal and regulatory position and the extent to which it could also impact its charitable status.
- A consultation process was being carried out by the OfS in regard to some proposed changes to its conditions of registration by way of response to the virus and the workshop could, if organised imminently, enable governors to feed views into that process.
- It was confirmed that UK Visas and Immigration (UKVI) had reiterated its requirements for English language skills, and that the lowering of entry requirements to admit more international students was prohibited.

- There was agreement by the board would ensure it continued to adhere to OfS regulations and the proposed workshop would be a means through which governors could seek assurance in this regard.

Communications, Media and Social Media

- There had been regular communications with staff and students via a number of platforms, including IVC virtual Q&As, social media, De Montfort Students' Union, and a COVID-19 microsite.

Teaching, Learning and Assessments

- Following the closure of the university's campus, remote learning had been implemented to allow teaching and assessments for the final term to continue. To facilitate this approach, laptops had been loaned to students who did not have off-campus access to a PC, and various software applications had been made more accessible. There had also been extensive work undertaken by staff to create and disseminate course content via Blackboard and to arrange alternative examinations and assessments where possible.
- The university had also applied a No Detriment Policy, which aimed to prevent students' final grades being impacted by the current crisis. The board recognised the need to balance the policy against maintaining academic quality and standards.
- The Strategic Planning Group (SPG) had been formed with representatives from the Centre for Enhanced Learning through Technology, The Centre for Academic Innovation and POD, amongst others, to initiate teaching plans for the next academic year.
- The SPG had begun planning to determine how students may start or continue their studies in 2020/21, whether this be solely online teaching or a combination of virtual and campus-based learning. Student feedback had been sought, with the help of De Montfort Students' Union, to understand experiences to feed into future design specifications.
- **[Redacted]**

Support for Students

- The university had provided additional support to students in difficult personal circumstances, such as through a hardship fund and the delivery of prescriptions and food parcels to those individuals who were shielding or self-isolating.
- Student support services continued to function effectively, albeit it at a distance. Staff were also maintaining contact with students who remained on campus via a closed Facebook group. The university had continued to provide information and updates on different social media platforms. The board expressed their gratitude for extensive work De Montfort Students' Union had undertaken to support students.

DMU Staff Support

- For university staff, key HR policies had been updated to allow home-working and special leave for those with caring commitments and those that were isolating.
- **[Redacted]**

- DMU Connect was being used to provide information and guidance for staff and managers. Governors noted that the university should be mindful of the many varied staff circumstances and individual impacts. Additionally, it was highlighted that consideration should be given to the long-term effects of this high-pressured period to reduce collective fatigue. The university was in discussions with the trade unions on this matter.
- Provisional planning had begun for a return to campus, with consideration being given to the adjustments that would be required as a result of the need to adhere to social distancing guidelines.

IT and Media Services (ITMS)

- The pandemic and the move to remote working for staff had increased the risk of cyber-attacks on the university's IT infrastructure. ITMS had implemented the appropriate solutions to mitigate these risks, which had included a simulated phishing attack to test defences and the provision of virtual private network (VPN) software.

Estates and Facilities

- The university had been in talks with the various privately-run student accommodation providers in an effort to encourage them to consider refunding students for their final term accommodation for 2019/20, for students who had left their accommodation pre-lockdown.
- The university had not charged rent for the third term for students living in DMU-owned halls of residence. Some private halls had reimbursed or waived, as appropriate, fees for students who had terminated their lease, but others had continued to charge. It was noted that the university had no formal powers to enforce the providers issue a refund to students but had urged them to do so.
- The university continued to explore the implications of COVID-19 on student accommodation for the 2020/21 academic year.

Research Services

- The deadlines for the Knowledge Exchange Framework (KEF) and the Research Excellence Framework (REF) had been delayed. There was a risk of reduced commercial/research income for the university. However, bids for research funding and commercial contracts were still being prepared.

Financial Impact on DMU and the Higher Education Sector

- The CFO detailed the university's current financial position and outlined the predicted financial impact on DMU of COVID-19. **[Redacted]**
- It was noted that the university was embarking upon this challenging financial period from a strong position and most universities will likely enter a deficit at some point during the crisis and recovery.

The board highlighted the following points:

- i. Governors welcomed the university's adoption of a No Detriment Policy, recognising the benefit to students at this difficult time

- ii. It was noted that there had been positive feedback on communications to staff and students, though a 'lessons learnt' process was underway to document areas for improvement.
- iii. There was praise for the efforts of the university and individual staff and students in supporting the local COVID-19 response, including via volunteer work, staff joining the temporary NHS register, fast-tracked student nurses, and the lending and manufacturing of diagnostic equipment and personal protective equipment (PPE) to local hospitals.
- iv. It was acknowledged that the pandemic would likely have a negative impact on student recruitment, and the financial repercussions would need to be monitored closely. Governors agreed that the university would ultimately need to adjust in this new environment and consider any opportunities that might arise from these changes.

RESOLVED:

- a. That the report and presentation be noted.
- b. That a workshop be organised for governors to attend to consider the legal and regulatory issues around charitable status of the university and the university's draft response to the OfS's consultation on a proposal to create a new, time-limited ongoing condition of registration.
- c. That the report considered by the Academic Board on the university's planning for 2020/21, including its 'no detriment' policy for students, would be circulated to governors.
- d. That the Audit Committee would consider IT risks post-COVID-19 in more detail in its cyber update in September 2020.
- e. That governors would be provided with a summary of the issues raised by those students who remained on campus, including those who were shielding. The summary would also include any themes that might have emerged from discussions within the closed Facebook group.

(Ms. Ezard and Ms. Sanghera left the meeting at this point)

105 Response to the recommendations of the Governance Effectiveness Review

Advance HE conducted a Governance Effectiveness Review between September and December 2019 and proposed a series of recommendations to the university for implementation, which had been considered by the board at its meeting on 5 March 2020. Following that meeting, the Governance Effectiveness Review Steering Group had been charged with considering those recommendations in detail, and how the board should respond. Governors considered each recommendation of the steering group's report [105-BG200507-F] in turn, in order to come to a view on the board's proposed response.

Responses proposed by the Steering Group to the Board in regard to recommendations of the Governance Effectiveness Review report

- i. Recommended responses 1-6 were agreed.
- ii. Recommended response 7 on appointing a Senior Independent Governor (SIG) was discussed. The SIG role would carry out a similar function to a Senior Independent Director, acting as an additional figure to whom Governors could raise concerns that they had felt could not be addressed via other channels such as the Chair of the Board, Vice-Chancellor or the Clerk to the Board. As the role of Deputy Chair of the Board had recently been approved, with Professor Cownie having been

appointed earlier in the meeting, Governors suggested that the role of Deputy Chair could encompass the functions of the SIG rather than having a separate position. The response was agreed, though the role would be kept under review and reconsidered as necessary in the future.

- iii. Recommended responses 8-11 were agreed.
- iv. Recommended response 12 on support to the board was discussed. Governors discussed the recommendation from Advance HE that DMU introduce the role of a University Secretary. It was noted that the current role of the Clerk to the Board included many of the duties and responsibilities of a traditional University Secretary, but that post-1992 universities often used the term 'Clerk' instead. Ultimately, the board were satisfied that the proposed response addressed the factors that had prompted Advance HE to recommend the appointment of a Secretary. As outlined in the proposed response, a distinct University Secretary would not be appointed, but the existing role of the Clerk would be broadened to emphasise its status and independence, and its primary accountability to the Chair and the board.
- v. Recommended response 13 on improving the quality of board papers was discussed. It was highlighted that the response could also include reference to the work in train to commission a board paper management system. With this addition, the response was agreed.
- vi. Recommended responses 14-15 were agreed.

Suggested actions of the Governance Effectiveness Review and proposed response of the Steering Group to the Board

- i. Recommended responses 1-8 were agreed.

RESOLVED:

That the agreed responses as set out above would form the basis of a revised report of the board by way of response to the Governance Effectiveness Review and that the document would be sent to the OfS to enable it raise any concerns prior to publication of the board's findings on the university's website.

(Mr. Toner left the meeting at this point)

106 Office for Students' action plan monitoring

The COO introduced an update [106-BG200507-G] concerning the implementation of the university's action plan with the OfS. It was noted that the finalisation of a Code of Ethics (although the anticipated outcome is a set of behavioural values) remained outstanding. This was primarily due to the need for proper engagement with staff regarding the results of the recent cultural audit, which would inform the development of the final version of the code/values.

The Clerk to the Board would, as part of regular updates regarding delivery of the action plan, inform the OfS of the university's plans for engaging with staff on the outcome of the cultural audit over the coming months (some elements of which might only be possible in person) and the anticipated delay this would cause to the finalisation of an Ethics Code/values.

RESOLVED:

That the report be noted.

(Ms. Buchanan left the meeting at this point)

107-110 Items for noting

Items [107-BG200507-H, 109-BG200507-J, 110-BG200507-K] were noted. With reference to item 108 [108-BG200507-I], it was noted that the Dubai Expo 2020 had been delayed to October 2021 in light of the COVID-19 pandemic.

111 Review of the board’s business

Overall, governors felt that productive discussions on the key topics had taken place, although it was noted that the meeting had overrun in order to allow for the board to consider each item with sufficient rigour, and that, as a result, four independent governors had had to leave before the end of the meeting. It was suggested that the advertised length of future meetings be extended in order to help ensure that governors were able to attend for the duration.

112 Any other business

It was noted that this would likely be the final board meeting for Mr Cole who, having joined the board in July 2017, would be departing his role on 31 July 2020. Mr Cole had indicated that he was unlikely to be able to attend the board’s meeting on 16 July 2020 and, therefore, his final engagement with the university was likely to be at the Audit Committee’s meeting on 8 June.

Mr Cole was thanked for his contribution to, and support for, the university during his time as a governor, and as a valued member of the Audit Committee.

113 Date of the next meeting

The next meeting of the Board of Governors would be held at 10:00 on Thursday 16 July 2020 via MS Teams.

Meeting end time: 14:05, Thursday 7 May 2020

Signed by the Chair of the Board of Governors:

.....

Date:

.....