

CONFIRMED

## Minutes      **Board of Governors** **2<sup>nd</sup> meeting of the academic year 2019/20**

**Time and date:** 10:00, Thursday 21 November 2019

**Location:** Trinity House Boardroom

**Present:** Ms L Hinnigan (Chair), Ms D Buchanan (by telephone, from item 022, left the meeting at 13:01), Mr S Capper, Mr A Charlton, Professor A Collop, Professor F Cownie, Ms J Ezard, Mr C Ilako (late arrival), Mr J Lees (from item 022), Ms D Rattanpal, Dr R Snape (from item 022), Mr P Tansley (from item 022), Mr D Toner

**In attendance:** Ms J Brennan, Executive Director of People and Organisational Development (item 031),  
Mr B Browne, Chief Operating Officer,  
Mr D Bryan, Director of the Strategic Planning Services (item 036),  
Lis Clarke, Deputy Director of Marketing and Communications (item 032),  
Dr S Oldroyd, Interim Deputy Vice-Chancellor,  
Ms M Joyce, Advance HE,  
Mr S Weston, Clerk to the Board of Governors

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

### **020      Apologies for absence**

Apologies for absence had been received from Mr S Cole, Mr P McNicoll, Ms S Pierson, and Ms J Sanghera.

### **021      Membership and tenure of governors**

The Interim Chair introduced a report [021-BG191121-A] proposing a number of changes to the board's membership, and the membership of its sub-committees. The proposed changes had been deemed necessary as a result of a number of departures from the board between July and November 2019, and a number of further departures, which were expected to take place in November and December 2019. Those governors whose appointment was the subject of a board decision did not take part in the discussion and decision on this item.

RESOLVED:

- a. That the various recommendations of the Nominations Committee contained within the report be approved.
- b. That Mr Toner would join the Ethics Committee from 1 January 2020.
- c. That the Interim Chair of the Board be given delegated authority to progress, as appropriate, interviews with those candidates who were unsuccessful in their application for the role of Chair of the Board, and who

might be considered appropriate for appointment as independent governors, should they be deemed to fill the relevant gaps in the skills matrix.

- d. That a governor recruitment exercise would focus on persons with expertise in audit and HR.

Ms D Buchanan, Mr J Lees, Dr R Snape, and Mr P Tansley, who were the subject of recommendations in the report, joined the meeting.

## **022 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.

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

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

## **023 Minutes of the previous meeting**

The minutes of the Board of Governors' meeting held on 3 October 2019 were confirmed [023-BG191121-B] alongside a redacted version proposed for broader publication [023-BG191121-C].

## **024 Matters arising**

024-BG191121-D

### 004c Matters arising

The ethical considerations of the university's involvement in Expo 2020 Dubai would be discussed by the Ethics Committee at its meeting on 25 November 2019.

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.

## **025 Interim Chair's update**

- i. Effectiveness review of the Board of Governors

The review of the board's effectiveness continued, with Advance HE having conducted individual interviews with governors and relevant members of staff, and issued a survey. **[Redacted]**

- ii. Recruitment of a new Chair of the Board of Governors

The recruitment of a new Chair of the Board of Governors was proceeding as scheduled. The search committee would be shortlisting candidates following the board meeting. It was hoped that interviews for the role would take place on 5 December 2019, with the outcome being considered by the board at an extraordinary meeting scheduled for 11 December 2019.

## 026 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 [026-BG191121-E].

### i. January 2020 graduation ceremonies

Governors were invited to attend the university's January 2020 ceremonies, and asked to contact the Clerk's Office to indicate their interest in doing so.

### ii. **[Redacted]**

### iii. Culture at DMU

The university would shortly be commencing its cultural audit, which would be independently administered by Human Synergistics. Governors welcomed the progress that the university had made to date with regards to improving the culture at DMU, however it was recognised that there was still some work to be done and that it would be an iterative process over a number of years in order to embed the necessary change. Governors also welcomed the progress that had been made on the matters discussed at the joint Board of Governors/Executive Board away day, which had been held on 3 October 2019.

RESOLVED:

- a. That the presentation and written report of the IVC be noted.
- b. That governors would contact the Clerk's Office if they were interested in attending one of the January 2020 graduation ceremonies.

## 027 Update on engagement with the Office for Students

The IVC and COO provided an update concerning the university's recent engagements with the Office for Students, including an F3 notice regarding the requirement to report reportable events [027-BG191121-F], and a reminder regarding compliance with regulatory deadlines that alleged DMU had made a late payment to the Quality Assurance Agency (QAA) [027-BG191121-G]. Arising from the discussion of this item, the following points were highlighted:

- The university had received legal advice on the OfS' requirements in respect of their revised approach to reportable incidents. This legal advice would be circulated to governors following the meeting.
- The university had investigated the OfS' claim that a late payment had been made and found that this had been caused by an administrative error on the part of the QAA. The university had written to the OfS to outline why it believed the error to be on the part of the QAA rather than DMU. The OfS' response would be shared with governors once it had been received.

RESOLVED:

- a. That the update be noted.
- b. That the COO would circulate to governors the legal advice regarding the revised requirements to report reportable events to the OfS.

## 028 Office for Students' action plan monitoring

The COO provided an update [028-BG191121-H] concerning the university's progress towards the completion of, and ongoing compliance with, the OfS' action plan. Arising from the discussion of this item, the following points were highlighted:

- Negotiations were ongoing with the recognised trade unions regarding the new disciplinary and grievance procedures.
- The publication of the Ethics Code had been delayed due to issues surrounding the membership and Chairing arrangements for the Ethics Committee. These issues had now been resolved and it was intended that the committee would consider the latest version of the draft code at its meeting on 25 November 2019. It was hoped that there would be the opportunity for consultation on the code, and the OfS had indicated that they would be content with the completion of this action being delayed into spring 2020 in order to facilitate this.
- Consideration was being given to the mechanisms that would allow governors to monitor compliance with the action plan once each of the individual actions had been 'completed'.

RESOLVED:

That the update be noted.

## 029 Annual Accountability and Financial Returns

The Chief Finance Officer introduced the university's annual accountability and annual financial returns for 2018/19 [029-BG191121-I]. The component parts of the returns were included in a separate appendix pack (appendices 1-5), which also included the Modern Slavery Statement (appendix 6) of which the board had oversight. Arising from the discussion of this item, the following points were highlighted:

- The 2018/19 annual accounts presented a positive picture for the university in terms of its finances, with increases in income from tuition fees and commercial activities, as well as a strong cash position.
- The accounts also evidenced some of the recent changes in culture at the university, with a reduction in travel costs and an increase in the investment in organisational development.
- Two late changes had been made to the accounts in respect of the Local Government Pension Scheme (£3.8m) and an impairment associated with the refurbishment of Bede House (£1.8m).
- **[Redacted]**
- **[Redacted]**
- The external auditors had issued an unqualified opinion on the university's accounts and it was noted that the process of reaching this opinion had been much smoother this year.
- Following the late release by the OfS of information regarding the format and content of the returns, the financial and student number tables (and associated commentary) had not been included in the papers, and it was proposed that these instead be approved by the IVC ahead of the submission deadline of 2 December 2019.

- It was suggested that the scope of tax credits utilised by the university should be presented in greater detail at a future meeting of the Finance and Human Resources Committee.

RESOLVED:

- a. That the documents comprising the annual accountability and annual financial returns be noted, approved, or ratified as appropriate, and submitted to the OfS by the deadline of 2 December 2019.
- b. That the IVC be given delegated authority to approve the financial and student number tables, and their associated commentary, ahead of their submission to the OfS by the deadline of 2 December 2019.
- c. That a report concerning tax credits would be considered by the Finance and Human Resources Committee at its next meeting.

**030 [Redacted]**

**031 The recruitment of a new Vice-Chancellor**

The Interim Chair of the Board of Governors and Executive Director of People and Organisational Development (POD) introduced a report [031-BG191121-K] concerning the recruitment of a permanent Vice-Chancellor (VC), including the proposed recruitment process and role specification. As the proposed approach to the recruitment of a substantive VC could impact the IVC, the IVC left the meeting for the discussion and decision on this item. Arising from the discussion of this item, the following points were highlighted:

- It was recognised that the university had committed in the OfS action plan have a new VC in place at some point in 2020, and governors suggested that it may be prudent to allow the new Chair of the Board a few months to familiarise themselves with DMU before commencing the recruitment process in earnest.
- Governors agreed that it would be important to include stakeholder engagement in the recruitment of the new VC. These stakeholders would include DMU staff and students, as well as relevant external partners.
- As part of the recruitment process, a selection committee would be convened. The committee would include the student representative governor and one of the staff representative governors. The three staff representative governors would choose one from amongst their number to sit on the committee. *[It was subsequently agreed that the elected academic and professional services staff representatives would both serve on the committee.]*
- Volunteers would be sought from amongst independent governors to serve on the selection committee. Ms Hinnigan and Mr Tansley indicated that they would be willing to serve.
- It was suggested that an external person be appointed to the committee, and that this person should be a current or former VC.
- The board emphasised the importance of the recruitment of a new VC, and stressed the need for governors to be involved at all stages of the process.

RESOLVED:

- a. That a decision to proceed with the recruitment of a new VC as per the university's commitment in the OfS action plan be approved.

- b. That the proposed recruitment process, including the appointment of a selection committee as set out in the report, be approved.
- c. That the role description and recruitment materials, subject to any further comments from governors as noted above and at 031g below, be approved.
- d. That Professor Cownie would meet with the Executive Director of POD to discuss current or former VC's who might be approached to join the selection committee.
- e. That the Clerk's Office would invite independent governors to serve on the selection committee.
- f. That the elected academic and professional services staff representative governors would serve on the selection committee.
- g. That governors would review the draft Candidate Information Pack and feed back any comments to the Executive Director of POD by the end of November 2019.

The IVC returned to the meeting following the discussion of this item.

**032 [Redacted]**

**033 [Redacted]**

**034 Transnational Education**

In light of the large agenda, and the number of items still to be discussed, governors agreed that this item [034-BG191121-N] would be deferred until the board's meeting on 5 March 2020 where it could be given appropriate consideration.

**035 [Redacted]**

**036 2019 National Student Survey**

The Director of Strategic Planning introduced a report [036-BG191121-P] outlining the results of the 2019 National Student Survey (NSS), as well as some discussion of how the university would be addressing the issues that had been raised by students. Arising from the discussion of this item, the following points were noted:

- This year, the university would be taking a more devolved approach in its response to the NSS, with faculties and directorates being responsible for their own action plans (with oversight and monitoring from the Executive Board and the Academic Board).
- Work to address the concerns raised by students had been ongoing since the results were released in the summer of 2019 and it was recognised that addressing some of the issues might take a number of years.
- The university would be exploring in particular why some programmes had underperformed.
- The university's Module Level Feedback survey would continue to seek feedback from students in years one and two, with a view to implementing improvements whilst they were still studying.

RESOLVED:

That the report be noted.

**037 Annual Prevent report**

The COO introduced DMU's annual Prevent report for 2019/20 academic year [037-BG191121-Q], including the university's accountability and data return, which demonstrated due regard to the Prevent duty for the period 1 August 2018 to 31 July 2019.

RESOLVED:

- a. That the accountability and data return be approved for submission to the OfS by the published deadline of 2 December 2019.
- b. That governors would contact the COO direct if they would like a summary of the university's approach to compliance with the Prevent duty (particularly those governors who were new to the board).

**038 Academic Board annual report 2018/19 and annual plan for 2019/20**

The IVC introduced the Academic Board annual report for 2018/19, and its annual plan for 2019/20 [038-BG191121-R].

RESOLVED:

That the annual report for 2018/19 and annual plan for 2019/20 be noted.

**039 Academic Board constitution**

The COO introduced a report [039-BG191121-S] concerning proposed changes to the membership of the Academic Board, which would require an amendment to its constitution. Governors were content to approve the required amendments and suggested that the board would benefit from a closer relationship with the Academic Board. This subject would be explored in greater detail at a future meeting.

RESOLVED:

- a. That the proposed amendments to the membership and constitution of the Academic Board be approved.
- b. That governors would consider at a future meeting a report exploring the relationship between the board and the Academic Board.

**040 Software to support board and sub-committee meetings**

The Clerk to the Board of Governors introduced a report [040-BG191121-T] concerning the proposed adoption of a governance software solution that would enable governors to access papers for meetings in an accessible and secure manner. Governors welcomed the proposal, and Mr Tansley and Mr Lees volunteered to support the procurement process should the direct input of governors be required.

RESOLVED:

That the report be noted.

**041-058 Items for noting**

The various items [041-BG191121-U to 058-BG191121-MM] were noted.

**059 Any other business**

The Interim Chair noted the following:

- a. This would be the final board meeting for both Mr Capper and Mr Charlton, whose tenures would be ending on 31 December 2019 as per point 2 of the OfS action plan. Mr Capper and Mr Charlton were thanked for their contribution to, and support for, the university during their time as governors, and in particular as Chairs of the Finance and Human Resources and Audit Committees respectively.
- b. Ms Bowie's resignation from the board due to ill health was noted, and governors thanked her for her contributions and support over the years. The board expressed their heartfelt wish for her swift recovery, and it was hoped that Ms Bowie would continue to engage with the university when she was well enough to do so in her capacity as a Pro Chancellor.
- c. This would be the final board meeting for Mr Ilako, who was standing down due to having accepted a role as a non-executive director of a PwC pension fund. Mr Ilako was thanked for his contributions since joining the board in July.

**060 Date of the next meeting**

The next meeting of the Board of Governors would be held at 10:00 on Thursday 5 March 2020 in the Trinity House boardroom, Leicester.

Signed by the Chair of the Board of Governors:

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Date:

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