

CONFIRMED

Minutes Board of Governors

3rd meeting of the academic year 2018/19

Time and date: 09:30, Thursday 7 March 2019

Location: The Boardroom, Trinity House, Leicester

Present: Ms L Hinnigan (Interim Chair), Ms S Bowie, Mr S Capper (from item 049), Mr A Charlton, Mr S Cole, Ms M Footitt, Mr P McNicoll, Dr V Patel, Mr D Stevens, and Professor A Collop.

In attendance: Mr S Weston, Clerk to the Board of Governors,
Mr B Browne, Chief Operating Officer,

Mr M Costall, UNISON (item 053),
Ms M Fowler, Executive Director of Marketing and Communications (item 056),
Mr P Grierson, UNISON representative (item 053),
Professor J Labbe, Pro Vice-Chancellor (Academic) (item 057),
Mr M Morgan-Taylor, University and College Union (item 053),
Ms S Setchell, Executive Director of People and Organisational Development (items 054 and 055),
Mr R Snape, University and College Union (item 053).

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

044 Appointment of Interim Chair of the Board of Governors

As Ms Hinnigan was the only nomination for the role, having been proposed and seconded prior to the meeting, she left the room before the discussion of her appointment and returned to the meeting once governors had reached a decision.

Ms Hinnigan was confirmed as Interim Chair of the Board, to serve in the role until such time as a permanent Chair could be appointed.

The board conveyed it's gratitude to those governors and officers of DMU who had given their support to the university during the events of recent months, in particular Ms Hinnigan who had served as Interim Deputy Chair of the Board since 27 September 2018.

045 Apologies for absence

Apologies for absence had been received from Ms Ezard, Ms Overton-Edwards, and Ms Watson.

046 Declaration of any pecuniary, family or other personal interests

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

047 Appointment of Interim Vice-Chancellor

Professor Collop left the room before the discussion of this item and returned to the meeting once governors had reached a decision.

Professor Collop was confirmed as Interim Vice-Chancellor, to serve in the role until such time as a permanent Vice-Chancellor could be appointed. Approval for the appointment of Professor Collop had been sought from governors prior to the meeting.

048 Appointment of the Chair of the Finance and Human Resources Committee

As Mr Capper was the only nomination for the role, having been proposed and seconded prior to the meeting, he was not present for the discussion of this item.

Mr Capper was confirmed as Chair of the Finance and Human Resources Committee.

It was noted that Mr Capper's move to the Finance and Human Resources Committee would leave a vacancy on the Audit Committee, which would need to be addressed as part of the ongoing governor recruitment exercise.

049 Minutes of the previous meetings

Mr Capper joined the meeting at this item.

The minutes of the meeting held on 30 November 2018 [049-BG190307-A and 049-BG190307-B], and the minutes of the extraordinary meetings held on 27 September 2018, 12 November 2018, and 31 January 2019 [049-BG190307-C to 049-BG190307-E], were approved.

050 Matters arising

The board's approval of the following items, which had been circulated to governors electronically prior to the meeting, was noted:

- a. amendments to De Montfort Students' Union's Article of Association; and
- b. De Montfort University's response to the independent review of the Teaching Excellence and Student Outcomes Framework.

051 Membership update

The appointment of Ms Suzanne Overton-Edwards and Mr David Stevens as independent governors on a temporary basis was noted. Approval for these appointments had been sought from governors electronically prior to the meeting.

052 Report by the Interim Vice-Chancellor

The Interim Vice-Chancellor (IVC) delivered a presentation concerning recent university developments.

a. Mainstream media and social media

The reporting of recent events in the mainstream media had reduced significantly although the potential remained for further articles to be published. Social media activity had also reduced significantly.

b. Trade unions

The University and College Union had passed a vote of no confidence in the Board of Governors and the Executive Board.

c. Internal communications

Following the departure of the former Vice-Chancellor, Dominic Shellard, the IVC had committed to fostering a culture of greater transparency and openness at the university, and to encouraging greater collaboration between staff across the institution. 'All-user' emails had been sent to staff on 11 and 14 February, apprising them of recent developments, and regular communications such as these would continue in the future. The Executive Board had also held a number of 'listening sessions' to which staff across the university had been invited in order to discuss any areas of concern direct with senior colleagues. Alongside these sessions, an online portal had been introduced where staff could submit their concerns anonymously. The student body had also been engaged with via a 'student voice' forum and an email from the IVC.

d. Key stakeholders

A number of the university's key stakeholders had been contacted regarding the resignation of Dominic Shellard.

e. Office for Students

The university continued to await further information from the Office for Students (OfS) in terms of the progress and potential outcomes of its regulatory investigation into DMU.

f. Immediate priorities

The university's immediate priorities would be to continue to engage with its students, staff, and strategic and commercial partners, as well as continuing to take steps to manage its reputation. The Executive Board would begin to meet more frequently than it had done previously, and opportunities would be identified where staff and student representation on university committees might be increased. The university would also undertake a review of its operations to identify where greater value for money might be achieved.

The presentation was noted.

053 Governance at DMU: the way forward

Governors discussed ways in which the university might address a number of governance-related issues that had come to light in recent months. It was suggested that the university take a threefold approach:

a. Review of the effectiveness of the board and of governance at DMU

An effectiveness review of the board would be held at the earliest opportunity following the completion of the OfS' investigation into DMU. This would be led by an independent body and include a general review of governance at the university alongside an assessment of the effectiveness of the board. It was suggested that the university's internal auditors might provide their support to the governance review.

b. Review of relevant policies, guidance and reporting

A review of relevant DMU policies had already begun with oversight to be provided from the Finance and Human Resources Committee. These policies included, amongst others, the university's Instrument and Articles of Government, its financial regulations, and its approach to recording the interests of governors and Executive Board members. In future it would be critical to ensure that the university's policies were clear and that appropriate guidance and reporting was in place to allow for their effective interpretation.

c. Culture change

Whilst it was important to acknowledge the university's successes of the past nine years, it was clear from staff feedback that a change of culture at DMU would be necessary in terms of fostering an environment of greater transparency with staff and ensuring that they felt more involved in university decision-making.

Following this discussion, representatives from UNISON and the University and College Union (UCU) joined the meeting. Both sets of representatives expressed a desire to engage more closely with the board in future and hoped for more frequent communication between governors and the trade unions. The importance of building on past successes was recognised and it would be critical to ensure that staff and students were given the opportunity to be involved so that the trust between management and the workforce be rebuilt. The union representatives made a number of additional points, including:

- highlighting the publication of the 'DMU renewed' manifesto by UCU;
- a call for an independent enquiry into the events of the past few months;
- requesting that a trade union observer attend board meetings; and
- requesting that a UNISON member join the board as a professional services staff representative.

Following the departure of the union representatives, the Clerk to the Board of Governors introduced a draft advice note [053-BG190307-F] that was being developed for governors and would set out their principal legal and regulatory obligations. Governors agreed that the note was a helpful step in the right direction and that it would be critical for governors to be clear about the implications of their role, including their responsibilities as charity trustees. It was suggested that the note might also include an explanation of the role of the Chancellor in relation to the board, and to what extent governors were insured. Any further comments would be sent to the Clerk's Office by 31 March 2019.

054 [Redacted]

055 Remuneration Committee Annual Report

The Executive Director of POD introduced the Remuneration Committee Annual Report [055-BG190307-H].

The report was noted.

056 [Redacted]

057 The Teaching Excellence and Student Outcomes Framework

The Pro Vice-Chancellor (Academic) introduced a report [057-BG190307-I] concerning an initial hypothesis for the university's performance in the subject-level Teaching Excellence and Student Outcomes Framework (TEF), the second pilot for which would be running during the 2018/19 academic year.

Members felt strongly that the inclusion of Longitudinal Education Outcomes (LEO) metrics in the subject-level TEF was deeply biased against institutions outside of London (evidenced by 62% of institutions in the south east of England receiving positive flags in this metric compared to only 21% from the rest of the UK), and that the current assessment was weighted too heavily in favour of student outcomes compared with teaching excellence. DMU's response to the Department for Education's independent review of the TEF would reiterate these criticisms, which had been supported in the strongest possible terms by governors. In the meantime, the university would retain its existing institutional 'Gold' award until its expiry in 2021.

The report was noted.

058-064 Items for noting

The various items were noted.

065 Any other business

Moody's review

The provisional outcome of the Moody's review suggested that the university would maintain its 'Aa3 negative' credit rating. The review noted strengths in terms of the university's positive financial position and strong student recruitment, but also suggested a number of challenges on the horizon, including the departure of Dominic Shellard, and the outcome of the ongoing Augar Review.

066 Date of the next meeting

An extraordinary meeting of the Board of Governors would take place in the Civil Court of Leicester Castle Business School at 09:30 on Friday 3 May 2019.

Following that, the next meeting of the Board of Governors would be held in the Trinity House Boardroom, Leicester at 10:00 on Thursday 9 May 2019.

067 Discussion item with the university's Executive Board

Members of the university's Executive Board joined the meeting to introduce themselves to governors and talk briefly about their roles and responsibilities at DMU. In turn, governors introduced themselves to Executive Board members and discussed ways in which they might work together more closely, including the possibility of governors being 'paired' with a particular faculty or directorate with a view to them attending local meetings that would allow them to engage more directly with staff. Governors would continue to be invited to university events.

Signed by the Interim Chair of the Board:

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Date:

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