

MINUTES

BOARD OF GOVERNORS

Date: Wednesday 20 November 2019

Time: 1500

Location: Boardroom, University House, Leek Road Campus

Notes:

1. *Items marked with an asterisk (starred items) were for information only or regarded as noncontentious.*
2. *Items classified as Confidential, and their subsequent minutes (highlighted here in blue), will be redacted before publication of the agenda and minutes on the University's public website.*

Members		
Professor Liz Barnes	Vice Chancellor	P
Connor Bayliss	Student Representative (President, Students' Union)	P
Glenn Earlam	External Member	P
Tony Evans	External Member	P
Kevin Gould	External Member	A
John Henderson (Deputy Chair)	External Member	P
Mike Herbert	External Member	P
Cathryn Hickey	External Member	P
Colin Hughes (Chair)	External Member	P
Doug Rouxel	Academic Staff Representative	P
Hannah Gibbard	Professional Support Staff Representative	P
Jonathan Vardon	External Member	T
Scott William-Smith	Student Representative (Vice President, Students' Union)	T
Sara Williams	External Member	P
In attendance		
Ian Blachford	Chief Operating Officer and Clerk to the Board of Governors	IA
Professor Ieuan Ellis	Pro Vice Chancellor – Place & Engagement	IA
Professor Martin Jones	Deputy Vice Chancellor	IA
Sally McGill	Chief Financial Officer	IA
Andrew Proctor	Pro Vice Chancellor - Digital	IA
Sue Reece	Pro Vice Chancellor – Student Experience	IA
Lauren Rooke	Assistant Clerk to the Board of Governors (minutes)	IA

P = Present; T = via telephone; A = Apologies; IA = In Attendance

Know Your Business – National Cyber Security Centre Board Toolkit

A presentation was received from Andrew Proctor, Pro Chancellor – Digital, on the Board's responsibilities around cybersecurity, including sections on ransomware, malware, and phishing; progress on cybersecurity risk management; and future areas of focus.

1 MEETING MANAGEMENT	
2579	Apologies for Absence were received from Kevin Gould. As Staff Governor from the Professional Support Staff, Hannah Gibbard was welcomed to her first meeting of the Board of Governors.
2580	There were no new Declarations of Interest .
2581	The Minutes of the last meeting of the Board of Governors, 25 Sept 2019 BG/115/01 , were signed as a true and accurate record.
2582	<p>Matters arising:</p> <p>█</p> <p>ii) Minute 2551 Access and Participation Plan 2020-21 to 2024-25 – it was noted that a response had been received from the OfS on 8 November 2019 (circulated by email to governors on 14 Nov 2019) and a verbal update was provided at the meeting from the PVC – SE.</p> <p>iii) Minute 2567 DIL – it was noted that a report on in-year activities for DIL had been provided to Sustainability and Resources Committee on 5 November 2019 and was on the agenda for information.</p> <p>iv) Minute 2571 OfS Analysis of Degree Classifications Over Time – it was noted that the information had been sent to the OfS by the due date but that no response had yet been received.</p> <p>v) Minute 2572 Apprenticeships – it was noted that a full report on the apprenticeships provision appeared elsewhere on the agenda (item 3.1).</p>
2 STRATEGIC OVERVIEW	
2583	<p>The Board received and discussed a report on Strategic Developments and Organisational Performance BG/115/02 from the Vice Chancellor. The following main areas were covered:</p> <ul style="list-style-type: none"> • External landscape (including NSS, UKSCQA, OfS analysis on unconditional offers, OfS report on student mental health, and industrial action). • University performance and development (including the Smart Zone launch; developments within SBS; Race Equality survey and Employee Engagement Survey; academic strategy for 2030; Autumn graduation; staff appointments; and Executive activity). • The Vice Chancellor updated the Board on further developments and events since the writing of the report, including recent flooding in student accommodation and two student deaths. <p>Members commented as follows:</p> <ul style="list-style-type: none"> • Tony Evans asked about subsequent actions following the two student deaths, and it was confirmed by Sue Reece that the University was offering counselling to the families and friends of both students. Connor Bailey added that the University’s offer of assistance with funeral arrangements had been very much appreciated. • Mike Herbert asked whether the Squires View site had flooded during the recent heavy rains and Martin Jones clarified that this was not the case. • Cathryn Hickey asked for clarification on the section within the report on the National Student Survey, and this was given by Liz Barnes and Sue Reece, who noted that all Schools had put in place an action plan around survey results, monitored via Quality Enhancement Committee (and subsequently Academic Board). • Cathryn Hickey asked for further information around the work being done on student mental health. Sue Reece noted that as well as the report that would be brought to the Board later in the year, an internal audit report on student mental health and the surrounding framework had just been signed off and would be received at the next meeting of Audit and Risk Committee. <i>(Clerk’s note: the report had been emailed to Audit and Risk Committee on 19 Nov 2019.)</i> • Glenn Earlam asked about the frequency of staff surveys. Ian Blachford clarified that frequent “pulse surveys” were done every 2 months via the staff app, but that the larger, more in-depth Employee Engagement Survey also included external benchmarking and gave a broader picture across the University and was conducted every two years. <p>The report was noted.</p>
3 FOR DISCUSSION AND/OR APPROVAL (marked below accordingly)	
2584	<p>The briefing sheet for Remuneration Committee, 8 Oct 2019 BG/115/03 was received and noted.</p> <p>For approval</p> <p>i. Minute 7 - Committee Terms of Reference BG/115/04 The Remuneration Committee Terms of Reference 2019-20 were approved.</p> <p>For information</p>

	<p>ii. *Minute 14 - Annual Statement of Senior Postholder Remuneration 2018-19* BG/115/05 It was noted that this had been approved by Remuneration Committee and would be made available on the University's website.</p> <p>iii. *Minute 15 - Remuneration of Senior Postholders Policy* BG/115/06 It was noted that this policy had been approved by Remuneration Committee on 8 Oct 2019.</p>
2585	<p>The briefing sheet for Nominations and Governance Committee, 08 Oct 2019 BG/115/07 was received and noted.</p> <p>For approval</p> <p>i. Minute 543 - Committee Terms of Reference BG/115/08 The Nominations and Governance Committee Terms of Reference 2019-20 were approved.</p> <p>ii. Arising from Minute 544 - Chair's Face-to-Face Meetings with Board: a) Annual two-way review for the Chair with each member of the Board; b) Initial one-year term of office for new governors; c) Board performance review for 2020 (both external and internal) BG/115/09</p> <p>With reference to c) above, Colin Hughes outlined his recommendation for both an external Board performance review, and an internal review carried out by members of the Board, in 2020, noting that whilst he believed external input was necessary, he also believed that the Board could capitalise on the experience of long-serving governors for the internal review.</p> <p>The above three proposals, arising from the Chair's Face-to-Face Meetings with the Board, were approved.</p> <p>iii. Arising from Minute 547 - Independent Governor Vacancy/Term of Office – Renewal: a) Renewal of Terms for two independent governors; b) Appointment process for new staff governors BG/115/09</p> <p>The above three proposals, arising from the Independent Governor Vacancy/Term of Office – Renewal paper, were approved.</p> <p>For information</p> <p>iv. *Minute 544 - Chair's Face-to-Face Meetings with Board* BG/115/10 It was noted that this briefing note, from the Chair, also contained the last note on this matter from the previous Chair.</p> <p>v. *Minute 545 - Appointment of Staff Governor (see briefing sheet)* The appointment of Hannah Gibbard as Professional Support Staff Governor until June 2022 was noted.</p> <p>vi. *Minute 546 - Remuneration of Governors* BG/115/11 A paper, noting that the committee would keep a watching brief on this item, was received for information.</p>
2586	<p>The briefing sheet for Strategy and Performance Committee, 22 Oct 2019 BG/115/12 was received and noted.</p> <p>For approval</p> <p>i. Minute 111 - Committee Terms of Reference BG/115/13 The Strategy and Performance Committee Terms of Reference 2019-20 were approved.</p> <p>For information</p> <p>ii. *Minute 113 - Evaluating Delivery of the University Strategic Plan (Innovative and Applied Learning)* BG/115/14 It was noted that this report was intended to bring together in one place key actions being taken to deliver the Innovative and Applied Learning Strategic Pillar.</p> <p>iii. Minute 114 – KPI Report (see item 3.2) It was noted that this report, which confirmed that progress was good in relation to the principal KPIs, was attached as an appendix to item 3.2</p> <p>iv. *Minute 118 - Summary of Changes to Academic Regulations 2018-19* BG/115/15 It was noted that this paper provided an overview of the recent changes to academic regulations.</p> <p>v. *Minute 119 - League Table Performance Report* BG/115/16 The report, providing an analysis of the University's performance in the Complete University Guide, along with proposals for future continuous improvement that would be discussed by the League Table Group, was noted.</p>

2587	<p>The briefing sheet for Audit and Risk Committee, 29 Oct 2019 BG/115/17 was received and noted.</p> <p>For approval</p> <ol style="list-style-type: none"> i. Minute 1646 - Committee Terms of Reference BG/115/18 The Audit and Risk Committee Terms of Reference 2019-20 were approved. ii. Minute 1648 - RSM Internal Audit Annual Report 2018-19 BG/115/19 The Chief Operating Officer introduced the report, noting the overall rating for the internal audit work carried out through 2018-19. The Internal Audit Annual Report 2018-19 was approved. iii. Minute 1649 - Annual Report of the Audit & Risk Committee 2018-19 BG/115/20 The Chief Operating Officer introduced the report, which gave an overview of the committee's work during 2018-19. The Audit and Risk Committee Annual Report 2018-19 was approved. iv. Minute 1652 - University-Level Risk Registers BG/115/21 The Chief Operating Officer clarified that these top-level risk registers had been approved by both SLT and Audit and Risk Committee. The University-level Risk Registers were approved. <p>Members commented as follows:</p> <ul style="list-style-type: none"> • Cathryn Hickey highlighted that the risk registers showed nine areas (from a possible twenty-seven) of significant risk, with the risk controls in place reducing risk likelihood but not impact. Ian Blachford clarified that these were in line with the previously agreed risk appetites, and that there were a number of actions currently in plan to reduce these levels further where possible. • Colin Hughes noted the tendency of some Boards to relegate the area of risk to something purely within the remit of Audit & Risk Committees, rather than to embed this holistically across the institution. Ian Blachford confirmed that much progress had been made across the University in recent years in embedding effective risk management.
2588	<p>The briefing sheet for Sustainability and Resources Committee, 05 Nov 2019 BG/115/22 was received and noted.</p> <p>For approval</p> <ol style="list-style-type: none"> i. Minute 234 - Committee Terms of Reference BG/115/23 The Sustainability and Resources Committee Terms of Reference 2019-20 were approved. <div style="background-color: black; width: 100%; height: 40px; margin: 10px 0;"></div> <ol style="list-style-type: none"> iii. Minute 241 (i and ii) - Financial Statements for y/e 31 July 2019 (Draft Annual Review and Financial Statements 2018/19; KPMG audit highlights memorandum and management letter) BG/115/25 and 26 (<i>available separately on SharePoint</i>) It was noted that these documents had been considered at both Audit and Risk Committee and Sustainability and Resources Committee. The Annual Review and Financial Statements 2018/19 and KPMG audit highlights memorandum and management letter were approved. iv. Minute 241 (iii) - OfS Annual Accountability Return 2019: Financial Commentary and Annual Assurance Return BG/115/27 (<i>available separately on SharePoint</i>) It was noted that several of the items making up the return had already been considered and approved via the sub-committee structure. The OfS Annual Accountability Return 2019 was approved. <p>For information</p> <ol style="list-style-type: none"> v. *Minute 236 - Estates Projects Update* BG/115/28 The Board noted the progress update on the new nursery; provision of teaching space at Blackheath Lane; and the cladding of Blackstone building. vi. *Minute 237 - DIL Update* BG/115/29 The Board noted an update on Digital Institute London, with Colin Hughes underlining that Sustainability and Resources Committee had agreed that it would keep a strong focus on DIL for this first year of its inception. <p>Members commented as follows:</p>

	<ul style="list-style-type: none"> Glenn Earlam noted that it would be useful to see projections showing when DIL was expected to break even. Ian Blachford confirmed that a full closure report would be brought to the next meeting of Sustainability and Resources Committee, including this information. <p>vii. *Minute 240 - Student Numbers and Projected Financial Impact: In-Year Update* BG/115/30 The Board noted the update on student numbers and their projected financial impact.</p> <p>viii. *Minute 242 - Students' Union Accounts 2018-19* BG/115/31 The draft Students' Union Accounts 2018-19 were noted.</p> <p>ix. *Minute 243 - Management Accounts (to 30 Sept 2019)* BG/115/32 The Management Accounts (to 30 Sept 2019) were noted.</p> <p>x. *Minute 244 - Financial impact of Collaborative Academic Partnerships (CAPs)* BG/115/33 The paper on the financial impact of CAPs was noted.</p>
2589	<p>The Board received and discussed a paper on Apprenticeships Performance and Monitoring BG/115/34, introduced by the Pro Vice Chancellor – Student Experience and the Pro Vice Chancellor – Place and Engagement. The following principle points were noted:</p> <ul style="list-style-type: none"> The report advised the Board on the current status of the University's apprenticeships provision in relation to Ofsted and EFSA regulatory requirements, with a rag-rated dashboard-format report attached on compliance and student progress. The Board was asked to note that Apprenticeships was covered by its own specific University-level risk register and reminded that progress against the Rapid Improvement Plan (RIP) was reported via SLT and Strategy and Performance Committee. The report provided a summary of the position around: tripartite reviews and timely and overall completion rates; staffing; the apprenticeships tracking system; policies, procedures and training; and progress against the RIP. The Pro Vice Chancellor – Student Experience highlighted the University was liaising with individual employers regarding comments around employer support. The Pro Vice Chancellor – Place & Engagement underlined that some of the absolute figures involved were very small, given the size of the University's apprenticeships provision, and that the University would not continue to work with employers that were unable to fully support the requirement to manage completion rates. <p>Members commented as follows:</p> <ul style="list-style-type: none"> Tony Evans asked about collaboration with the Chamber of Commerce and local councils on employer education. Sara Williams noted that the Chamber was currently working on a joint project with the University on the barriers to apprenticeships completion, and that the Chamber's Skills Hub was working alongside levy-paying employers in order to realise common goals. Sara further noted that a meeting was scheduled for the Chamber with the County and City Council to discuss how best to use surplus levy funds.
2590	<p>The Board received and discussed a paper entitled Connected University Strategy – Review of Key Performance Indicators BG/115/35, introduced by the Vice Chancellor. The following main points were noted:</p> <ul style="list-style-type: none"> Over the last twelve months, Strategy and Performance Committee had received reports on progress against each of the three strategic themes within the University's Connected Strategy, along with rag-rated reports on progress against the overall University KPIs. Additionally, Executive and Senior Leadership Team (SLT) had continued to monitor performance in relation to both the KPIs and the underpinning performance measures through business reviews and the work of the specialist groups reporting to SLT. SLT had reviewed the KPIs and were proposing: 1) to elevate the performance measure of 65% timely completion rate for apprenticeships students from a performance measure to a University KPI; and 2) to revise the KPI related to the social capital of students in order to highlight the importance of work-related experience for students. The report included the latest KPI progress report presented to Strategy and Performance Committee, as an appendix. <p>Members commented as follows:</p> <ul style="list-style-type: none"> Glenn Earlam asked for clarification on the University's current position with completion, asking whether the three proposed rates should be combined into one headline number. Liz Barnes noted that in terms of student experience, timely completion was in fact a more important metric than overall completion, highlighting that OfS' enhanced monitoring conditions related particularly to Postgrad Taught and Postgrad Other.

2595	<p>The Students' Union Report BG/115/40 was introduced by the President of the Students' Union, covering key operational and campaign updates, including activity around Black History Month and an update on Greenpad, the Students' Union lettings service.</p> <p>The Board of Governors noted the Students' Union report.</p>
2596	<p>A briefing was received for information on the OfS Request for Further Information on Unconditional Offers BG/115/41, with the Pro Vice Chancellor – Student Experience noting that a response had been prepared and had now been submitted to the OfS.</p> <p>The Board of Governors noted the update.</p>
2597	<p>A briefing was received for information on the OfS Letter on Compliance with Regulatory Deadlines BG/115/42, with the Vice Chancellor noting that around 200 institutions had received this communication, which related to a delayed payment to QAA. Arrangements are in place to ensure timely payments in the future.</p> <p>The Board of Governors noted the update.</p>
2598	<p>The *Academic Board Minutes: 23 October 2019* BG/115/43 were received and noted.</p>
6 ADDITIONAL MATTERS	
2599	<p>Have we made a positive impact on students today?</p> <p>It was agreed that much of the work referred through from sub-committees in this cycle was highly valuable to the student experience; as were several key areas of progress highlighted in the Vice Chancellor's report (including the work underway on student mental health and BAME achievement, with the latter referenced in both the VC's report and the Annual Quality and Standards and Student Success Report).</p>
2600	<p>Additional matters:</p> <p>i. On behalf of the Board of Governors, the Chair thanked Sue Reece, who was to leave the University at Christmas, for her commitment to the University's success over the past three years.</p>
2601	<p>Next meeting: Wednesday 1 April 2020 (Boardroom, University House)</p>