

**Board of Governors**  
**Minutes of the Meeting held on 13 December 2017**

**Present:**

Andrew Scarborough (Chair)  
David Baker (from minute 222.13)  
Sue Dutton  
Rafael Garcia-Krailing  
Sara Goodwin (from minute 221.1)  
Jeff Halliwell  
Richard Horsley (to minute 228.4)  
Sylvia Hughes  
Frank Jordan  
Lee Machado  
Mark Mulcahey  
Nick Petford  
Nick Pitts-Tucker  
Nick Robertson  
John Skelton  
Danjie Zhong

**Apologies:**

Martin Pettifor

**In attendance:**

Nick Allen (Executive Officer), David Beere (MACE IT), Jane Bunce (Director of Student and Academic Services), Emma Finlay (Governance Assistant), Bob Griggs (Waterside Project Director), Mary Joyce (Ranmore Consulting), Mark Hall (Director of Finance), Miriam Lakin (Clerk), Simon Longhurst (Apprenticeships Manager), Deborah Mattock (Director of HR, Marketing and International Relations), Robin Middlehurst (Ranmore Consulting), Terry Neville (Chief Operating Officer), Ann Shelton-Mayes (Executive Dean Student Experience), Mairi Watson (Dean of Business and Law)

### **217/17 Welcome, Apologies and Quorum**

217.1 The Chair welcomed those present and introduced consultants from Ranmore Consulting who were observing the Board meeting as part of the external review of the Board's effectiveness. Apologies were noted and quoracy confirmed.

### **218/17 Declarations of Interest**

218.1 No declarations of interest were received in addition to those held on file by the Clerk's Office.

### **219/17 Minutes of Previous Meeting**

219.1 The Board approved the minutes of the meeting held on 22 November 2017 as a true record of that meeting.

### **220/17 Matters Arising**

220.1 The Board received Paper A on actions arising from previous meetings. Additional comments were received on the following:

220.2 **Security and Resilience on the Waterside Campus** (Minute 154.3)

The Chief Operating Officer confirmed that the paper would be presented at the next PAC meeting.

### **220.3 Risk Arising from Overseas Operation** (Minute 198.4)

The need to be comprehensive in terms of assessing the risks of developing and running overseas partnerships was noted. It was reported that this risk was considered by the Audit Committee. The Director of Finance agreed to consider adjusting the internal audit programme so that a report on this matter was produced.

Sara Goodwin and Mairi Watson joined the meeting

### **221/17 Faculty of Business and Law**

221.1 The Board received a presentation from the Dean of Business and Law. This covered an analysis of the strengths, weaknesses, opportunities and threats for the Faculty and included the following:

- Strengths – Full Leadership Team and full complement of staffing with active engagement to complete a full review of the curriculum and move to Active Blended Learning in readiness for Waterside. Increase in postgraduate student numbers and growing Education with Others activity
- Weaknesses – Low outcomes in National Student Survey (NSS) results, although little correlation could be identified between these results and informal student feedback to staff. The Faculty was working to identify and address in turn each of the reasons behind the low outcomes. Student results were good and graduate employability had improved since the last report to the Board
- Opportunities – The development of the staff team provided an opportunity to create distinctiveness in the portfolio through innovation in the curriculum. Work to develop shorter courses at undergraduate and postgraduate level aimed at returners to education or professionals

wishing to improve their skills who could not commit to full degree courses. Continue to grow accreditations from Professional and Regulatory Bodies. Further enhance the student experience in Education with Others partners

- Threats –demographic decline having an impact on the Faculty's markets. This highlighted the importance of active review of the portfolio of courses.

221.2 Members noted the increase in postgraduate recruitment and asked how many undergraduate students progress to postgraduate courses. The Director of HR and Marketing confirmed that 17% of students University-wide progress to postgraduate courses. The Dean of Business and Law advised the Board that the Faculty were working closely with Marketing to promote postgraduate opportunities, and also recruited from other faculties into its postgraduate courses.

221.3 Members asked about partnerships with local businesses. The Dean of Business and Law advised the Board that recruitment had tripled for MBA courses that offered a placement year in a local business. The Dean of Business and Law advised the Board that student placement opportunities were readily available. The Director of HR and Marketing added that growth had been seen in the number of students on work-based learning modules where the work was integrated into the programme of study.

221.4 Members noted the low NSS outcomes in some courses. The Dean of Business and Law advised the Board of the steps that had been taken to address the low outcomes. For example, there had been an increase in staff, programmes had been redesigned in line with professional body requirements, and feedback to students on assessments had been increased.

221.5 Members asked if there was a link between the low outcomes in the NSS and the number of Associate Lecturers being used by the Faculty. The Dean of Business and Law advised the Board that the requirement for Associate Lecturers had reduced as the Faculty was now fully staffed.

221.6 Members asked about the recruitment of staff with higher level qualifications. The Dean of Business and Law advised the Board that she had been involved in staff recruitment panels in order to ensure that a good number of teaching staff had or were working towards higher level qualifications. However, the Faculty also saw an advantage in recruiting across the range of experience. The Faculty was also supporting existing staff to undertake PhDs. The Dean also noted that as a business faculty, a balance between doctoral and professional qualifications was necessary.

221.7 The success of the Faculty's leadership in ensuring that staff performance management was robust and consistent was noted.

221.8 Members asked about the Faculty's link with the Changemaker Challenges and the degree of student interest in this. The Dean of Business and Law advised the Board of different activities that were taking place across the Faculty, and the involvement of staff in external events and organisations. She stated that the Faculty was re-embedding Changemaker as part of the curriculum review.

221.9 The Chair noted the progress made by the Dean of Business and Law and her team in bringing about positive change to the Faculty and thanked her for an informative and helpful presentation.

Mairi Watson left the meeting. Simon Longhurst, Apprenticeships Manager, joined the meeting.

## **222/17 Apprenticeships**

222.1 The Board received Paper B, a summary of the University's response to the opportunities and threats arising from the introduction of the apprenticeship levy.

222.2 Governors asked how profitable the apprenticeship offer was likely to be for the University. The Apprenticeship Manager reported that as funding bands for different kinds of apprenticeships were set by the Government, there were restrictions to the amount of funding that could be drawn down. There were as yet no concrete examples from the higher education sector of how the funding model would work. The apprenticeship offer was likely to be profitable, although the margins to be made would depend on the size of the group to which the training was delivered. For this reason, the University was concentrating on working with apprenticeship levy paying organisations which sought delivery to one group in one venue.

222.3 Governors asked about the difference in terms of income between apprenticeship and the traditional three year undergraduate degree. The Apprenticeship Manager stated that there would be a marginal difference in income. Apprenticeships were likely to be more expensive to deliver due to the additional preparation and offsite visits required. He stated that the University's existing delivery model did not fit well with apprenticeships and that the key to being competitive in the market for apprenticeships was to create bespoke provision. However, no provision would be entered into without proper consideration of the financial arrangements.

222.4 Governors noted that take up of apprenticeships had been very small nationally. The Apprenticeships Manager reported that many employers had not yet adjusted their internal structures to accommodate apprenticeships, and that many were waiting for the development of apprenticeship standards for their sector, and were struggling to spend the levy.

222.5 It was reported that as a levy-paying employer, the University had not yet spent any of its provision. Work was ongoing to seek models and providers that would be suitable.

222.6 It was noted that the development of apprenticeship standards had to be employer-led. The University was involved in developments with relevant employers, but could not drive such development. The Apprenticeships Manager reported that he was a member of several employer-led boards which were developing standards. His strategy was to advise and guide as this was more likely to result in the University's being asked to deliver programmes.

222.7 Governors asked for intelligence about the views of the Government and the opposition on apprenticeships and whether the policy was likely to be long-term. It was reported that the minister responsible had recently stated at the CBI the determination of the Government to ensure that apprenticeships worked. The opposition were equally concerned to address the skills gap.

222.8 Governors asked about the resource that the University had committed to the development of apprenticeships. The Apprenticeships Manager reported that although team was very small, it worked across the faculties and had a wide remit which was generally supported well. His role was to liaise externally and internally, working with academic staff to ensure that apprenticeship programmes were developed correctly, were viable, and had suitable academic rigour.

222.9 Governors asked about the academic quality assurance of apprenticeship programmes. The Executive Dean of Student Experience reported that testing was ongoing to develop appropriate systems. Ultimately the University's approach to quality was approved by the Quality Assurance Agency which set the overall standard. However, there was scope for flexibility to meet different requirements, as in the case of professional body accreditation.

222.10 Governors asked for further information about the work with cadets which was mentioned in Paper B. The Apprenticeships Manager agreed to circulate further information.

Action: Apprenticeships Manager

222.11 Governors asked whether there was full commitment internally to the work of the Apprenticeships team. The Apprenticeships Manager confirmed that generally the support he received was good, and in particular there was good engagement and awareness of the imperatives at the senior and middle management levels.

222.12 Governors asked for an estimate of how many apprenticeships the University could deliver. The Apprenticeships Manager stated that this could be between 200 and 300 from 2018/19 provided that the right structures were put in place. It was noted that there were no references to apprenticeships in the recent minutes of the Senate, and governors asked if the imperatives were being considered seriously enough. The Apprenticeships Manager stated that a balance was necessary as involving staff too early in projects which then did not attract sufficient students would be counter-productive. The Faculty Deans were involved and aware, and could take action as necessary. It was noted that some academic staff were involved in conversations with industry contacts, and that awareness of how to develop and escalate such conversations would be useful.

David Baker joined the meeting.

222.13 Governors asked about the apprenticeship areas which were likely to develop most rapidly. The Apprenticeships Manager stated that IT and management were the most popular as they offered transferable skills.

222.14 The Board thanked the Apprenticeships Manager for his report, and noted the importance of the subject. A further update was requested in late Spring 2018.

Action: Clerk

Simon Longhurst left the meeting. Bob Griggs, Waterside Project Director and David Beere, IT Consultant from Mace IT joined the meeting.



### **223/17 Waterside Update**

Minute 223.1 is in the confidential section of these minutes.

223.2 The Waterside Project Director reported that external security consultants had been retained in order to have an independent view of security at the campus. They were due to report in December.

223.3 The Board received and noted Paper K, a report on the IT for Waterside programme.

Minutes 223.4 to 223.14 are in the confidential section of these minutes.

David Beere and Bob Griggs left the meeting.

### **224/17 External Membership of the Audit Committee**

224.1 The Board received Paper G, a recommendation that John Neilson's term of office as an external member of the Audit Committee was extended for one year.

224.2 Members asked whether the extension beyond the usual six year term was truly an exception, or if a general adjustment to the term of office for external committee members should be considered.

224.3 The Chair of the Audit Committee confirmed that the extension was an exception. The proposed extension would offer continuity and specific expertise to the Committee which was especially important during the final phases in preparation for Waterside.

224.4 The Board approved the extension of John Neilson's term of office as an external member of the Audit Committee for one year to 21 January 2019.

### **225/17 Risk Register**

225.1 The Board received Paper D, a report regarding the current fundamental risks to the University. The Executive Officer advised the Board that currently the IT transformation risk rating was red, however it was likely to move to amber at the next Audit Committee meeting, as there had been assurances regarding the mitigating actions (Paper K). Members noted that the ownership and date for the IT transformation risk required adjustment.

225.2 Members noted that the risk register linked lower student recruitment to the University's exit from the EU. It was agreed that Audit Committee would consider further the wording of this risk.

225.3 Members noted that there was no reference on the risk register to government policy regarding student fees and student numbers or reputational risk. The Chair of the Audit Committee advised the Board that it reviewed the full risk register and the Board reviewed the most fundamental risks only.

225.4 It was agreed that the Audit Committee would carry out a full review of the risk register at its next meeting.

Minute 226/17 is in the confidential section of these minutes.

### **227/17 Minutes of the Senate Meetings**

227.1 The Board received and noted Paper E, the minutes of the Senate meetings held on 5 July and 18 October 2017.

### **228/17 Report from Vice Chancellor and Chief Operating Officer**

228.1 The Board received and noted Paper C, a report from the Vice Chancellor and Chief Operating Officer.

228.2 The Vice Chancellor noted that there had been further press coverage of the remuneration of Vice Chancellors, and that it was likely that the Office for Students would require enhanced scrutiny of the decision making of Remuneration Committees. The Board agreed that the University was in a sound

position with regards to instituting best practice. The Vice Chancellor proposed that the Remuneration Committee should have an independent chair and representation from students and staff. The Board fully supported the proposal for an independent chair and student representation. There were differing views amongst the Board regarding staff representation.

228.3 It was suggested that the Remuneration Committee should have an additional meeting during January 2018 to discuss these proposals, and that a paper should be brought to the Board setting out the Committee's final proposals.

228.4 Members noted that the South East Midlands Local Enterprise Partnership (SEMLEP) had recently revised its strategy. The Vice Chancellor advised the Board that the agenda for the Away Day included coverage of enterprise development. It was agreed that either the Chair or Chief Executive of SEMLEP should be invited to present to the Board during 2018.

**Action: Clerk**

Richard Horsley left the meeting.

**229/17 HR Policies**

229.1 The Board received Paper F, which set out Human Resources policies as follows;

- Recruitment and Retention
- Performance Management
- Secondment
- Anti-Bribery, Fraud and Corruption

**229.2 Recruitment and Retention Policy**

The Director of HR advised the Board that there had been fundamental changes to the Recruitment and Retention policy to make it clearer and more robust.

229.3 Members asked if the Recruitment and Retention policy covered the contracts of interim staff. The Director of HR confirmed that the policy only applied to permanent staff. Interim staff were part of a separate procedure.

229.4 The Director of HR advised the Board that the Recruitment and Retention policy was still to be agreed with the Joint Committees Negotiating Committee (JCNC). She explained that point 4.4 stated that where potential or actual negative impact of a recruitment or retention supplement was identified for those with a protected characteristic, 'positive action may be taken'. The University and College Union wished to change 'may' to 'will'. The Board discussed this and agreed that the word 'may' retained an important element of flexibility. The Director of HR agreed to report this view back to the next JCNC.

#### 229.5 **Performance Management Policy**

It was reported that since the Board had received the paper, a word had been inserted at 6.4.3. This now read: 'The manager will *normally* accommodate one alternative meeting to take place within 5 working days of the original date if the employee or companion cannot attend due to circumstances outside their control.'

229.6 Members noted the quality of the performance management process and asked about training for managers in staff performance management. The Director of HR confirmed that the process was already being used successfully by managers who had the full support of HR. She agreed to include data on the number of performance management cases in the annual HR report to the Board.

**Action: Director of HR**

229.7 Members made reference to the disciplinary process. The Director of HR agreed to include data on disciplinary cases in the annual HR report to the Board.

**Action: Director of HR**

### **229.8 Secondment Policy**

The Director of Hr advised the Board that the Secondment policy, was a new policy.

229.9 It was confirmed that the policy applied to total secondments, and that partial secondments to projects were covered by the offer of fixed-term positions. It was confirmed that responsibility for the appraisal of the staff member depended on the nature of the secondment.

229.10 The Board approved the Performance Management policy, the Secondment policy and the Anti-Bribery, Fraud and Corruption policy.

### **230/17 Management Accounts to November 2017**

230.1 The Board received and noted Paper H, the management accounts as at 30 November 2017.

230.2 The Director of Finance advised the Board that the income for the Competency Test Centre (CTC) was less buoyant than in previous months. This was due to competition from other centres. However the CTC had seen some business return to it following poor experience at other centres.

230.3 The Director of Finance advised the Board that variance to staff costs was relatively flat, as vacant positions were being filled. There was a general concern about debt and the collection of debt. There was consideration of strengthening the resource of the Credit Control Team to address overseas debt.

230.4 The Chair asked about the potential clawback of funding from HEFCE which had been discussed previously (minute 197.3). The Chief Operating Officer advised the Board that no response had been received from HEFCE.

230.5 The Director of Finance confirmed that there had been an increase in income from overseas partnerships and the Faculty of Health and Society. He stated that the budget was currently on course to be delivered as planned.

### **231/17 Recommendations for Honorary Awards**

231.1 The Board received and approved recommendations for Honorary Awards as set out in Paper I.

231.1 Members asked about the University's strategy for giving honorary awards, and how due diligence was carried out. The Vice Chancellor advised that the Board had delegated responsibility for this to the Honorary Awards Committee. The Committee's terms of reference would be circulated for information.

### **232/17 Board Away Day Agenda**

232.1 The Board received and approved Paper J, the agenda for the away day on 11 and 12 January.

### **233/17 Any Other Business**

#### **233.1 Waterside Opening Ceremony**

Members asked about a date for an opening ceremony at Waterside. It was confirmed that the opening ceremony would take place well after the opening of the campus in order to ensure that all snagging issues had been addressed. A date during 2019 was therefore likely.

### **234/17 Confirmation of Availability of Papers**

234.1 The following papers were confirmed as confidential to the meeting:

Confidential section of the minutes of the meeting held on 22 November 2017

Paper B – Apprenticeships

Paper G – External Membership of the Audit Committee

Paper I – Recommendations for Honorary Awards

Paper K – IT for Waterside Update

### **235/17 Dates of Forthcoming Meetings**

- 235.1 Board Away Day, 11 and 12 January 2018

- Project Assurance Committee, 16 January 2018
- Board of Governors, 24 January 2018
- Development Committee, 13 February 2018
- Board of Governors, 21 February 2018
- Remuneration Committee, 21 February 2018