

MINUTES

Governing Council	
Date	Friday, 20 April 2018
Time	3.00pm – 5.45pm
Venue	S104, Dovedale Suite, Kedleston Road Campus

- Independent Members** Mr Chris Hughes, Chair
 Mr Neil Calvert, Vice-Chair Governing Council
 The Ven Dr Christopher Cunliffe
 Mrs Olivia Dean, Chair Further Education Governance Committee (FEGC)
 Mrs Gill Howland, Vice-Chair of Further Education Governance Committee
 Mr Gordon Lammie
 Mr Andrew Lewer MBE MP
 Ms Roohi Mehra
 Mr Stephen Taylor, Vice-Chair of the Audit and Risk Committee
 Dr Ian Webster, Chair of the Audit and Risk Committee (A&R)
- Other Members** Mr James Eaglesfield, Staff Governor (non-teaching)
 Miss Megan Hill, VP, Academic Affairs, University of Derby Union of Students (US)
 Professor Kathryn Mitchell, Vice-Chancellor
 Ms Louise Pigden, Academic Board Representative
 Dr Joanna Poon, Staff Governor (Teaching)
 Miss Grace Suszek, President, University of Derby Union of Students (US)
 Dr Ian Whitehead, Academic Board Representative
- Attendees** Professor Nick Antonopoulos, Pro Vice-Chancellor Research & Innovation (PVC R&I)
 Mrs Victoria Hossack, Chief Executive, Union of Students
 Mrs June Hughes, Clerk to Governing Council, University Secretary and Registrar (S&R)
 Professor Judith Lamie, Pro Vice-Chancellor External Affairs (PVC EA)
 Mr Hari Punchihewa, Deputy Chief Executive & Finance Director (DCE&FD)
 Mrs Katherine Taylor, Governance Services Officer (GSO)
 Professor Malcolm Todd, Pro Vice-Chancellor Academic & Student Experience (PVC A&SE)
- Observers** Dr Chris Bussell, Dean College of Life and Natural Sciences
 Miss Scarlet Moss, Vice-President Education Elect, Union of Students
 Mrs Julie Stone, Director University of Derby Online Learning
 Miss Abby Wilson, President Elect, Union of Students

- 1. Introductions, apologies for absence & late arrivals**
 The Chair welcomed those present as members of the University's governing body, directors of the Company and as its trustees.

Apologies for absence had been received from Ms Lesley Giles, Vice-Chair Strategy, Finance and Planning Committee (SFPC) and Mr Stephen Smith, Chair SFPC.

The Chair welcomed Dr Chris Bussell and Mrs Julie Stone to the meeting who were in attendance as observers, having taken up an invitation sent to all members of the Extended Vice-Chancellor's Executive to observe a meeting of the Governing Council and/or its sub-committees.

He also welcomed Miss Scarlet Moss and Miss Abby Wilson who had been elected in the Union of Students elections 2018 and would be taking up their post in July 2018.

2. **Declarations of interest**

Mrs Olivia Dean, Mr Stephen Taylor and Dr Ian Webster were required to leave during consideration of the relevant items within the report of the Nominations Committee at item 7.1.

Professor Malcolm Todd was required to leave during consideration of part of the Remuneration Committee report at item 7.2.

3. **Minutes of the previous meeting**

GC/18/2/3

3.1 **Accuracy**

The minutes of the previous meeting, held on Friday 19 January 2018, were confirmed as a correct record and signed by the Chair.

3.2 **Matters arising**

At the last meeting a request had been made to receive the Key Performance Indicators for the HR directorate and these had been provided under matters arising.

Dr Ian Webster commented that the University is undertaking a number of significant changes in its HR department, (i) moving from it being a transactional service to a value-adding one, (ii) its contribution to the institution's STEP change programme (sustained transition to excellence programme) (iii) changes to academic contracts and (iv) the balance between academic and support staff. He suggested the KPI's fully align with those activities.

He welcomed what was presented in the paper and indicated he would wish to receive something similar to a future A&R Committee for the professional support departments that integrate with the Colleges. The VC said that this work would take place among the professional services over the following 12 months.

Action: To bring a report to the Audit and Risk Committee once this is available [VC].

3.3 **Any remaining business from the previous meeting**

GC/18/2/3.3

Governing Council noted the updates provided in the report and that all had either been completed, were on the agenda of the meeting or not yet due.

4. **Chair's report**

GC/18/2/4

The Chair provided a brief verbal report to the Committee, in which he provided feedback on the Committee of University Chairs (CUC) Spring Plenary which he had attended the day before.

Speakers at the event had included Nicola Dandridge, Chief Executive, Office for Students (OfS), Ant Bagshaw, Deputy CEO, WonkHE and Philip Augar, Chair, Review of Post-18 Education and Funding. One of the main issues of the discussion had been around the USS pension issue, which resulted in strike action at those institutions. It was reported at the plenary event that each of the USS member institutions had been advised by the pension scheme manager that maintaining a defined benefit scheme for its members would require an additional 11% contribution from each affected university.

The pension scheme situation had arisen in the main from recent changes to how universities are required to present their finances and had not been foreseen. Some of those institutions are likely to have to implement redundancies and the effect will be felt on those in the wider sector.

Mr Gordon Lammie expressed that in his opinion the industrial action by USS members was not likely to reoccur and the circumstances were as a result of the extreme changes being proposed to the scheme. Mr Chris Hughes did not agree with Mr Lammie's view and added that those trustees had a duty to provide the defined benefit scheme until the matter is resolved.

The CUC plenary discussions had also covered that the OfS would focus on data and performance of institutions. A key message from the OfS is that students want to understand all aspects of the costs of their courses, and which items are not included in the fees. Universities must present and demonstrate value for money, explained in a very clear way. **[CONFIDENTIAL MINUTE]**.

In closing his report the Chair said that it was extremely pleasing that Derby had come second in a league table contained in a HE Policy Institute report, for enabling a diverse student population to succeed at this university.

5. Vice-Chancellor's Report

GC/18/2/5

In addition to the items contained in her report the VC updated Governing Council on the discussions from the national UUK Flexible Learning Advisory Group that she had recently attended. Items discussed by the group included the data futures work whereby institutions must report monthly on their data in future and she noted that for learners on flexible modes of study that will be a challenge.

The group had also discussed the post 18 review, being led by Philip Augar and in particular the recommendation regarding understanding the funding regime. It is understood that Mr Augar is not so much interested in reducing fees, but more by what is included within the fee structure. The risk for universities is that if it is not clear to learners then universities could be liable to pay the additional costs. In response to that the VC said that the University is being mindful to focus on activities that are impactful for students.

Mr Chris Hughes commented that the OfS represents the interests of all students in whatever group or mode of delivery they are. He referred back to the seminar presentation on the University's new website that had been received ahead of the meeting.

Provision of level 3 courses had also been discussed by the group and in particular where these are best provided. This was in response to the high number of level 3 students failing at FE institutions and the group discussed whether it would be better to undertake level 3 or 4 qualifications in a different setting. In response to a question from Mrs Olivia Dean, the VC said the discussion was in the context of the national position and what universities could offer with respect to flexible learning at level 3 and 4.

[CONFIDENTIAL MINUTE].

The VC informed Governing Council that with regard to apprenticeships the UUK Flexible Learning Advisory Group had noted the low take up of apprenticeships nationally and in particular among Russell Group universities. There was speculation that those institutions were not set up to deliver apprenticeships and so industries wishing to align with them had not been able to do so.

Mr Stephen Taylor commented on the general trend being driven by the government for increased competition in the sector. He added that the OfS will provide pressure to the sector, but the intense

competition among institutions will define its success. If the University's focus is on the competition then the perceived regulatory pressure may be reduced. Mr Chris Hughes added that the HE sector also has a major part to play in the government's industrial strategy and we must stay ahead of the game in that area.

In closing her report the VC said what a privilege it had been to attend the Union of Students' community awards on 13 April 2018. She encouraged the Union of Students to invite governors to attend the event next year. **[Action: President/CE Union of Students]**

6. Union of Students update

GC/18/2/6

The President briefly presented her report to Governing Council, which included feedback from the NUS's national conference in March. A priority of the NUS is to launch a campaign for investment into Further Education.

Within her report the President set out the Varsity win by the University against Northampton by a large margin. The investment in the activities department available from the block grant has meant the Union has been able to create more teams, commensurately improving the University's BUCs league table position. The University has had a longstanding target to end in a top 50 BUCs position, which it is likely to achieve this year.

The President also covered the outcome of the Union of Students' elections, including the good turnout and the appointments made. Miss Scarlet Moss and Miss Abby Wilson who were elected to the positions of Vice-President Education and President respectively were in attendance at the meeting and introduced themselves to Governing Council. They would take up their new posts in July 2018.

6.1 Student Affairs Committee (SAC) Update

GC/18/2/6.1

Governing Council received the draft minutes of the meeting on 22 March 2018. Mr Neil Calvert commented that the meeting had taken place at 9am the day after the University's Varsity win and that perhaps the scheduling of this meeting should be considered for next year. He added that in spite of this it had been a good meeting that had included a high level of debate and the Committee is becoming more effective in its purpose. It receives good support from the University and good quality papers.

Of particular note of that meeting was the Student Affairs Committee's debate on value for money corresponds with Governing Council's focus in this area.

7. Items to Approve

7.1 Report of the Nominations Committee

GC/18/2/7.1

Governing Council considered a report of the Nominations Committee, which included a number of recommendations for appointments.

Mrs Olivia Dean, Mr Stephen Taylor and Dr Ian Webster each left the meeting during consideration of the items which related to their individual appointments.

Governing Council APPROVED the following:

1. To appoint Mrs Olivia Dean to Governing Council for a further term of three years and to re-appoint Mrs Dean as Chair of the Further Education Governance Committee at the remuneration level outlined within the report.

Governing Council noted an error in the report with regard to the term of the Chairship of the Further Education Governance Committee. This would be for a period of three years, in accordance with section 5.6 of the University's Ordinances (fourth edition), whereby the membership clock is reset upon becoming chair of the FE Governance Committee, subject to the maximum total period of 15 years' service.

2. To appoint Mr Stephen Taylor as Chair of the Strategy, Finance and Planning Committee, from 1 August 2018, for a period of 1 year, at the remuneration level outlined in the report.
3. To re-appoint Dr Ian Webster as Chair of the Audit and Risk Committee, from 1 August 2018 for a further period of 1 year, at the remuneration level outlined in the report.

The appropriate letters of appointment/re-appointment would be prepared in time for the start of the new periods of membership. **[Action: S&R]**

4. To seek a nomination from the Academic Board for a representative to be considered for Governing Council's approval in July 2018. **[Action: S&R]**

Governing Council noted that Dr Ian Whitehead had completed two terms of three years and was coming to the end of his final term. The Chair complimented Dr Whitehead on his contribution to the Governing Council during his term of membership.

5. To re-appoint Mr Nigel Downs as a co-opted member of the FE Governance Committee for a further term.
6. To ask the Clerk to Council to instigate a search for new governors using a combination of a direct approach and also a professional recruitment company. **[Action: S&R]**

The Chair informed Governing Council that he would ask the Secretary and Registrar to investigate the use of the Committee of University Chairs (CUC) member vacancy portal as part of the governor recruitment process. **[Action: S&R]**

At its meeting in March 2018 the Nominations Committee had discussed student representative membership on the Audit and Risk Committee. Dr Ian Webster had discussed this further with the Secretary and Registrar after the meeting and had agreed to meet to formulate options in preparation for 2018/19 membership considerations in consultation with the Chair of Governing Council.

7.2 Report of the Remuneration Committee

GC/18/2/7.2

Governing Council received a report of the Remuneration Committee, setting out a mapping exercise of the University's compliance with the CUC's draft Remuneration Code, which had been consulted on between January and March 2018. The final code was expected to be published shortly, but the principles were expected to remain the same with some minor amendments in the final version.

The S&R presented the report and informed GC that the code and the work to highlight the University's compliance had been shared with the Interim Director HR, Mr Peter Mitchell.

To accompany the mapping exercise the S&R and the Governance Services Officer had redrafted the Remuneration Committee's Terms of Reference and these had been shared with the Chair of the Committee. Mr Neil Calvert sought feedback from the Committee on the draft terms of reference

and asked the S&R to circulate them to the Remuneration Committee members after the meeting. A recommendation for approval of the final version would then be brought to Governing Council in July 2018. **[Action: S&R]**

Mr Neil Calvert, requested feedback from members of the Governing Council on the mapping exercise within the report. He commented that he was not comfortable with the notion of encouraging senior post holders to not claim for expenses. In response to this Mr Andrew Lewer suggested that it may be more appropriate to set expenses into categories.

A discussion took place around the requirements of the code, including the publication of pay multiples and what the OfS requirements might be over the level of salaries that are to be publicly disclosed. There was speculation that this would be anything over £100k for someone in a corporate management position, but may not be the case for the most senior academic positions.

The Remuneration Committee would consider the transparency of this type of information at its next meeting. **[Action: Chair Remuneration Committee/S&R]**

Mr Andrew Lewer commented that as a Member of Parliament and previously of the European Parliament he had been used to this type of scrutiny over salary and expenses. He would expect senior managers' salaries and senior academic salaries to be made public in future.

Mr Stephen Taylor added that this move was unsurprising given the greater transparency required from other sectors over remuneration.

Professor Malcolm Todd, PVC A&SE left the meeting during consideration of this part of the report.

Approval of the Remuneration for the role of Provost

The Chair of the Remuneration Committee had contacted members of that Committee requesting them to consider a recommendation over the re-designation of the role of Pro Vice-Chancellor Academic & Student Experience to Provost and the associated increase in salary arising from that change. A proposal had been emailed to members of the Remuneration Committee on 16 April 2018 along with an accompanying report from the Interim Director HR, setting out commensurate market data for this type of role.

In the proposal the Chair of the Remuneration Committee had emphasised the Committee's responsibility to approve the level of the remuneration only and not the establishment of the role itself. The Chair of the Remuneration Committee informed Governing Council that unanimous support for the level of remuneration for the Provost role had been received from members of the Remuneration Committee via a virtual decision. In-line with the principles of the CUC's draft Remuneration Code, discussed earlier the Committee was reporting its decision to Governing Council.

Professor Malcolm Todd returned to the meeting.

7.3 Governing Council Schedule of Meetings 2018/19

GC/18/2/7.3

The report set out a proposal to streamline the timing of Committee meetings around the University's business planning process and move from a four meeting cycle to a three cycle per year from 2018/19 onwards.

Governing Council APPROVED the schedule as set out in Appendix 1.

[Post meeting note: The annual residential strategy event in November would take place on Thursday 15th and Friday 16th November, not 14th and 15th as set out in the draft schedule].

8. Academic Matters

8.1 Academic quality and performance [CONFIDENTIAL PAPER]

GC/18/2/8.1

This item was taken immediately after item 9.3.

The PVC A&SE presented his regular report to Governing Council, which in the main provided an update to previous versions of the academic quality report. For the first time a dashboard has been created for the Joint Honours Scheme comparing the TEF metrics with HESA benchmarks. The Associate PVC for Teaching, Learning and Academic Governance would be undertaking a full review of Joint Honours at the University.

There was an awareness from Governing Council that the detail of the performance metrics is key to the University's success and would be an imperative in the data driven expectations from the Office for Students. Whilst the report set out a number of excellent value added activities within the Colleges, these are only of greatest value when the core data is also strong.

Mrs Gill Howland reiterated a comment that she had made at previous meetings that it is excellent the University has this type of data available. She wished to know how academic staff are able to access and respond to the information contained within the data. The PVC A&SE responded that it is imperative that staff take ownership of their data and understand that very slight changes in metric data can have a significant impact on the University's overall performance. The programme performance checks are having a positive impact on data literacy and ownership. In response to a question from Mr Stephen Taylor the PVC&SE said that the programme performance checks bring lecturers, managers and programme leaders together within the Colleges, which is very useful, but at this time information at this level is not shared across colleges.

The Chair invited members of the University's academic staff representatives on Governing Council to comment on the report. Dr Joanna Poon said that her experience of meeting with programme leaders at the programme committees is a very thorough process to understand performance. She added that this is not only done for the TEF metrics, but for the DLHE metrics also.

Dr Ian Whitehead noted that research activity with regard to REF was also picked up at the programme performance check meetings.

Ms Louise Pigden said she would advocate scrutiny of programmes at a lower level, down to individual module level. Where College results are aggregated to publish NSS data, several programmes share common modules and she would wish to see programme ownership of these common modules also. The PVC A&SE commented that this would be the next step, to hold module leaders to account for performance also. This greater data around modules would assist with analysis of Joint Honours programme performance.

8.2 Academic Board summary - December 2017 and February 2018

GC/18/2/8.2

In receiving the report, Governing Council indicated that it continued to find the summary of the Academic Board's activity of greater value than the previous practice of receiving copies of the full minutes.

8.3 Degree grade inflation

GC/18/2/8.3

Governing Council was very interested to receive the paper that had been provided setting out the initial work on the University's research into grade inflation. Given the sector debate surrounding grade inflation work is being undertaken to review Derby's position relative to the sector. Whilst this is a supplementary TEF metric, grade classification profiles over the last ten years may impact negatively on Derby's institutional TEF performance. It may also be an area of greater focus from the OfS.

There was a detailed discussion around the possible reasons for the trend and recognition that this is a national issue, which has much attention at a political level.

Action: To ask the PVC A&SE to undertake further work to analyse the reasons behind possible grade inflation at Derby and bring this to the next meeting. [PVCA&SE]

9. STRATEGIC PRIORITIES

9.1 Estates strategy – interim review

GC/18/2/9.1

The Chair informed Governing Council that the future of the University's estates strategy would be an item for consideration at the meeting on 17 May with the extended Vice-Chancellor's executive team. Included with the report was an initial review of the University's estates strategy to ascertain if it remained fit for purpose. The driver for this important piece of strategic work was required in light of the significant changes in the sector and the emerging political climate.

Governing Council was asked to give consideration to the current estate strategy for further discussion at its meeting in May 2018. [Action: All]

9.2 Further Education Report [CONFIDENTIAL]

GC/18/2/9.2

The Further Education Report was presented in two parts; the first set out the feedback from the HM inspectorate's support and challenge visit to Buxton and Leek College that was conducted in February 2018. Whilst a number of improvements were observed and staff have responded well to the changes required it was of note that the headline achievement rate was not yet sufficient to assure a 'Good' rating at inspection. It is expected that the re-inspection will take place in September/October 2018 a full two years after the initial visit.

The second part of the report, had been marked 'To Follow' and was emailed to governors on 17 April 2018 and placed on BoardPacks. The highly confidential nature of the paper was highlighted to those present as it had not been shared beyond the Vice-Chancellor's Executive team. [CONFIDENTIAL MINUTE].

In closing the Chair reminded governors that they were being asked to approve an initial direction of travel for the University with regard to its FE provision, with a further paper at the next meeting on the more detailed proposals.

Governing Council APPROVED the phase 1 proposal to be implemented in time for September 2018, as set out on page 4 of Appendix 1.

9.3 REF 2020 – Risks and investment information

GC/18/2/9.3

This item was taken immediately after item 7.3.

The paper was presented by Professor Kath Mitchell on behalf of the PVC R&I. Governing Council noted that the Strategy, Finance and Planning Committee had received this paper on 22 March and

that an even more detailed version had been taken to the Audit and Risk Committee the same month. Both Committees had welcomed the report and recognised the importance of the work taking place.

The report provided a brief introduction to the REF and its impact on key reputational elements and summarised the institution's starting position, following the last REF (2014). The key rationale behind the provided REF investment was given in the report, along with the allocation of funds towards specific targets in each unit of assessment. The report's conclusion identifies the key next steps.

The VC informed Governing Council that a full Mock REF exercise was underway by external assessors and the outcome was anticipated at the end of May 2018. At that time there would be an opportunity for the Executive to reassess the investment that has been made in REF to date and what further investment is planned. General feedback from staff about the mock exercise has been very positive.

Dr Ian Whitehead commented that timing of that exercise has been essential in order to be prepared to make the submission. The evidence to support the impact of the research would need to be brought together in good time for the deadline. He added that research staff succession planning has also been highlighted by the exercise.

The VC said that the steps following the outcome of the mock REF are likely to be challenging and there may be disappointment as some shifting of research investment is required.

Mr Neil Calvert repeated the point that he had made at the Audit and Risk Committee in March when it considered the risks associated with REF2020. At that time he had reflected on the section of the report, giving the reasons for poor performance in the REF2014, attributable in the main on the lack of strategy in this area. He considered that the Governing Council would now be able to be empowered to influence, support and challenge in this area, and thanked the PVC R&I for assisting governors to be more effective in discharging these duties and influence the outcome.

Mr Andrew Lewer, who had also been a member of the Governing Council at the time of the REF2014 reiterated the comment he had made at the last meeting that he was reassured to see the University's strategic focus on this issue. He asked a question in the context of the OfS scrutiny on areas of cross-subsidy of HE monies with regard to research. In response the VC said that where research output is achieved without an associated income from that research this might be considered cross-subsidy. She added that anecdotally students do not tend to mind if teaching income supports research that is in their own discipline area. Each discipline area therefore needs to have a strong REF element within its design.

The PVC R&I left the meeting after the conclusion of this item.

10. ITEMS TO CONSIDER AND DISCUSS

10.1 Student recruitment for 2018/19 [CONFIDENTIAL PAPER]

GC/18/2/10.1

The PVC EA presented the student admissions and recruitment update paper, which included in the Executive Summary the headline position in the main categories. She reported that since the publication of the paper, improvements had been seen in all areas with regard to recruitment.

The VC added that the University must hit its recruitment target for the 2018 intake, it would not be sustainable not to do so. Where Colleges are not projected to meet student income targets, they can diversify to offset shortfalls from other activities.

10.2 Deputy Chief Executive & Finance Director's report [CONFIDENTIAL PAPER] GC/18/2/10.2

The DCE&FD briefly presented his report adding that he had been invited to a meeting of 10 Chief Operating Officers / Deputy Vice-Chancellors in the sector, which included 8 Russell Group institutions. At those discussions one of the things that seemed more certain is differential fees, whereby certain subject areas will be lower than others, or at least capped by around 2020. In terms of research that group had reiterated the view that any teaching fees spent on research would need to be in the related subject discipline. There is also a view that the OfS will want to follow a financial regulatory regime aligned to the Financial Conduct Authority, which will be a tougher environment in which to operate.

Referring to his report the University is in line to achieve its forecast 2 position and would be a marginal improvement on the forecast 1 [CONFIDENTIAL MINUTE].

In response to the strong view in the sector that fees will be reduced the University is doing much financial planning around that issue. Section 9 of the report included a schedule, which set out the detail of that scenario planning.

Mrs Olivia Dean asked if there is any update on the HMRC's investigations into FE subcontracting. In line with the sector the University had been treating the use of subcontracting as part of the educational supply and not charging VAT as this is exempt. HMRC has taken a different view and is likely to expect the VAT liability to be paid for the previous six years. [CONFIDENTIAL MINUTE]. It was anticipated that this would have to be paid and provision would be made in the budget to do so.

10.3 Governance effectiveness review 2019 GC/18/2/10.3

The S&R highlighted to Governing Council that in line with the CUC's HE Code of Governance the next externally facilitated governance review would be due in 2019. It was also anticipated that a review of the CUC's code would shortly be undertaken and it is proposed that any effectiveness review be mapped against the revised code.

Proposals would be brought to a future meeting of Governing Council over the content of the review and possible providers for its approval.

10.4 Access agreement – 2016/17 return and progress against KPIs GC/18/2/10.4

The paper was provided to update Governing Council on the Access Agreement and Student Opportunity Allocation monitoring returns that were submitted to the Office for Fair Access and HEFCE in January 2018. Contained within the report was progress against the milestones and targets of the access agreement.

In response to a query raised by Mr Andrew Lewer over the financial support expenditure in the second bullet on page 1, the PVC A&SE responded that students have placed high value on the bursaries available for students on low income and the positive effect they have on retention rates. The OfS is still establishing its full remit but it is clearly developing a focus upon student outcomes as well as requiring the sector to have clear access plans to higher education, therefore further consultation with students and the OfS is required in this area going forward.

10.5 Equality and diversity strategy 2017-21 – briefing paper**GC/18/2/10.5**

The report had been provided to give Governing Council an insight into the priority activities taking place in 2018/19 against the University's Equality, Diversity and Inclusion strategy.

Ms Louise Pigden highlighted the growth in associate lecturers and said that she would be interested to know more about the reasons for this. The VC said that she would prefer the University employed more permanent lecturers and there had perhaps been a more usual custom and practice in the past, which had placed more reliance on associate lecturers in some areas. A key component to reducing this number is to be very clear about the essential lecturer posts that are required.

In response to a question from Miss Grace Suszek, the PVC A&SE said that he had been tasked with reviewing the role of the University's Equality & Diversity Committee, including the frequency of its meetings.

11. PERFORMANCE REPORTS**11.1 2017/18 University tier 1 KPIs – interim report****GC/18/2/11.1**

The report was received without further comment.

11.2 2018/19 University tier 1 KPIs – proposed indicators**GC/18/2/11.2**

The report included the emerging themes for the 2018/19 set of KPI targets, which the Strategy, Finance and Planning Committee had recommended to Governing Council for consideration. The VC sought feedback on the draft targets from members of the Governing Council.

Mr Neil Calvert made a comment that one of the uses of the University's KPIs is part of the Remuneration Committee's evidence in determining bonuses for senior staff. In the report at item 7.3 earlier on the agenda reference had been made to the possible publishing of the KPIs in future as part of the University's compliance with the CUC HE remuneration code. He was not certain that this would be the best approach and wished the Committee to debate this further, adding that there is a balance to be struck between transparency and commercial sensitivity.

Dr Ian Webster commented that the Sustained Transition to Excellence Programme (item 12.2) was of significant importance to the University and would therefore wish to see what measurable targets are in place to assess its success within the context of the University's overall strategic targets.

11.3 College and UDOL performance report**GC/18/2/11.3**

The Chair commented on the very honest review of the Colleges and UDOL's performance set out in the report. Miss Megan Hill commented that she would welcome the inclusion of Joint Honours programmes within a future report of this type.

12. STRATEGIC DEVELOPMENTS**12.1 Partnerships update [CONFIDENTIAL PAPER]****GC/18/2/12.1**

The PVC EA briefly presented her report, which had been prepared in two parts; the first provided an update on the University's UK academic partnerships. The second gave an update on the implementation of the International strategy. The Chair commented that with regard to the second part it was pleasing to see the strategy taking root within the institution and its aims being realised.

In response to a question from the Chair about whether the University's work with the Royal Malaysian Police (RMP) had recommenced, the PVC EA responded that further information had been requested from RMP and progress on the partnership would not be made until that is received.

12.2 STEP change programme**GC/18/2/12.2**

In response to a request at the last meeting Governing Council received an update on the University's Sustained Transition to Excellence Programme (STEP). The Chair added that there would be more information on this work at the Governing Council's interim strategy event on 17 May 2018.

13. RISK MANAGEMENT**13.1 Super Risks****GC/18/2/13.1**

Governing Council received the Super Risks report, noting the continuing work that was underway to embed risk awareness and management throughout the organisation.

13.2 Business Continuity**GC/18/2/13.2**

It was expected the Audit and Risk Committee would receive the outcome of an internal audit review of the University's Business Continuity activity to its meeting in June 2018.

14. TO NOTE**14.1 Gender pay gap reporting****GC/18/2/14.1**

The Chair indicated that following the Spring Plenary meeting of the CUC that he had attended the day before, it is likely that gender pay gap reporting may be included within the final CUC HE Remuneration Code.

A comment was received from Miss Grace Suszek that the Union of Students undertakes anonymous shortlisting during its recruitment process, but this is not currently undertaken by the University.

The VC added that further work is required to attract a more diverse range of applications. She was confident that the University's recruitment processes once applications are in progress are robust, but would wish to widen the applicant pool at the earliest stage of recruitment.

14.2 Annual report on student complaints**GC/18/2/14.2**

Governing Council noted the University's annual report on student complaints, which had also been considered by the Audit and Risk Committee at its meeting in March 2018. The report summarised student complaints and the action being taken to address the organisational learning and risks around compliance with the complaints policy and procedures.

At that time the A&R Committee had requested additional information over any commonality among the emerging issues with regard to student complaints. The additional information had been provided with this report brought to Governing Council.

14.3 Outcome of the University's Prevent submission 2017**GC/18/2/14.3**

It was noted that HEFCE had sent a letter of confirmation to the VC in March that the University's submission on its Prevent duty compliance had 'demonstrated sufficient evidence of due regard to the Prevent Duty'. The letter that was attached with the report had been emailed to members of the Governing Council on 19 March 2018, informing them of the outcome.

The S&R informed Governing Council that the Chair designate had asked that all members complete the University's online course module on Prevent. Mr James Eaglesfield suggested that governors also complete the module on the General Data Protection Regulation.

Action: The Governance Services Officer would work with IT services to provide governors with the necessary access for them to complete the training.
[S&R/All governors]

[Post meeting note: Access for all independent governors was in place by 17 May 2018, the link to the courses was emailed to governors on 21 May 2018 for completion].

14.4 HEFCE annual assessment of institutional risk **GC/18/2/14.4**
 Governing Council NOTED the letter received by the VC from HEFCE in February 2018, setting out their view of the University's risk status, based on the institution's annual accountability return, submitted in December 2017. HEFCE's risk categorisation on financial sustainability and good management and governance (FSMG) was assessed as 'Not at higher risk'.

15. Chairs' reports

15.1 Further Education Governance Committee (FEGC) **GC/18/2/15.1**
 The Chair of FEGC had no further comment to make.

15.2 Audit and Risk Committee (A&R) **GC/18/2/15.2**
 The Chair of A&R had no further comment to make.

15.3 Strategy, Finance and Planning Committee (SFPC) **GC/18/2/15.3**
 The Chair of SFPC had no further comment to make.

16. Information Matters for receipt (as located on the shared drive).

- 16.1 **Notes** of the FE Governance Committee on 6 December 2017.
- 16.2 Confirmed minutes of A&R, held on 7 December 2017.
- 16.3 Confirmed minutes of SFPC, held on 14 December 2017.
- 16.4 Confirmed minutes of Nominations Committee June 2017 & January 2018

17. Any Other Business

There was no other business.

18. Date and time of next meeting(s)

Date: Thursday 17 May 2018
 Joint meeting with the Extended Vice-Chancellor's Executive
 Meeting: 10am to 1pm, followed by lunch
 Venue: Field Room, Sports Centre, Kedleston Campus, DE22 1GB

19. Future meetings

Friday 6 July 2018, 2pm (seminar), 3pm meeting
 Kedleston Road campus

Signed: _____ **Date:** _____
Chris Hughes, Chair, Governing Council