

## NORWICH UNIVERSITY OF THE ARTS

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### COUNCIL

Minutes of the Council

Held on Friday 05 July 2019 in the Boardroom, Frances House.

#### **Present**

Mr A McMenemy (Chair)  
 Prof. J Last (Vice Chancellor – to item 13)  
 Ms C Amor  
 Prof. Lady R Cooper  
 Ms C Coleman  
 Ms A Ferguson  
 Mr A Grimby  
 Mr M Jeffries  
 Ms A Johns  
 Ms H Lindsell  
 Mr P Norton  
 Mr J Smith

Mr I Watson

Mr T Wood

#### **Apologies**

Ms N Nannar

Dr W Thomson

#### **In attendance**

Prof. H Carlisle (to item 13)

Prof. N Powell (to item 13)

Mrs A Robson (to item 13)

Prof. R Sawdon-Smith (to item 13)

Ms A Tubb (to item 13)

Mr D Williams (Clerk)

#### **1. MINUTES OF LAST MEETING**

The Board approved the minutes of the meeting held on 22 March 2019.

The Chairman signed the minutes as the formal record of the meeting.

#### **2. MATTERS ARISING FROM THE MINUTES**

**Presentation on the Research Excellence Framework (REF):** an update of the University's progress in preparing for the REF had been included in the Vice-Chancellor's report to Council

**Item 3.4:** a summary of the University's academic quality processes would be attached to the next annual report to Council on academic assurance.

**Registrar**

#### **3. VICE CHANCELLOR**

##### **3.1 Vice Chancellor's report to Council: update on institutional process**

The Vice Chancellor (VC) updated Council on the national policy context and the likelihood of the Augar report being implemented by government.

During the current week the University had held its 2019 graduation ceremonies. These had been highly enjoyable and successful. At the ceremonies, the VC had taken the opportunity to stress the employability of the University's graduates. The excellent contribution made to the ceremonies by the Students' Union President was noted.

The Vice-Chancellor confirmed that Mr C Owens had joined the Audit Committee as a co-opted member, and had attended his first meeting of the committee.

The very generous legacy from Karsten Schubert was noted. Unfortunately, Mr Schubert was now very unwell. He was unlikely to be able to attend the opening of the Karsten Schubert Reading Room, named in his honour, which was being established in the University's library.

The latest results of the National Student Survey (NSS) published just this week were disappointing, placing NUA just above the 'middle' position when compared to its peers. Compared to the previous year, the overall level of student satisfaction had fallen by 1 percentage point to 81%. The result was unacceptable. Conversations would take place with course leaders to review the results for each course. An improved outcome for the NSS would support the forthcoming re-assessment of the University's Teaching Excellence Framework (TEF) award. A more detailed analysis of the NSS results would be presented to Council in the autumn.

#### **Vice-Chancellor**

Student recruitment for 2018/19 continued to look promising. The University had secured 800 firm acceptances for entry to its full-time undergraduate programmes. Recruitment of international students also remain stable. However, recruitment to Post Graduate Taught programmes (PGT), was disappointing. To date it proved difficult, despite additional investment, to achieve a sustained increase in PGT numbers.

The introduction of the new academic pathways project allowed staff to choose one of three pathways for their non-teaching time. The process was REF compliant and would assist in the selection of staff for the REF.

The planned level of capital expenditure for 2019/20 was modest. There were no pressing requirements for expenditure and given the level of uncertainty in the external environment, the University wished to avoid over-committing resources.

Ms Coleman had been re-elected by Senate as the professional services member of the Council.

Despite continuing external uncertainties, it was timely to commence the development of the next strategic plan. This would cover three years. Council would have an opportunity to be involved in the development of the new strategic plan, including revisiting its risk appetite, at the forthcoming Away Day in October 2019.

The Chair thanked the VC for his report.

### **3.2 Prevent Monitoring: ADR and risk assessment scheme**

The Council noted the letter from the Office for Students (OfS) confirming that the University was not at higher risk of non-compliance with Prevent.

### **3.3 Condition A1: Access & Participation Plan 2020-2025**

The requirements placed on the University by the OfS were increasingly time consuming and onerous. The University was in the process of responding to a number of questions raised by the OfS to the draft plan it had submitted.

Despite improving value-for-money from the planned expenditure, OfS were using simplistic comparisons with past patterns of spending and exerting pressure on the University to commit additional resources to deliver the plan. OfS also appeared to have failed to appreciate that the submitted plan had been constructed 'bottom-up.'

**3.4 Condition B6: Teaching Excellence Framework – extension of award period**

Council noted the extension of the University's TEF Gold award until June 2021.

**3.5 Condition F1: Transparency information**

Council noted the additional information which had been requested by OfS, and the associated requirement to publish new information on the University's website.

**3.6 Key performance indicators**

The Council received an updated set of key performance indicators (KPIs). The KPIs were periodically reviewed, allowing adjustments, as well as movements to the indicators to be made. Further consideration of the choice and calibration of the KPIs would be undertaken as part of the development of the strategic plan.

**Vice-Chancellor**

**3.7 Significant Risk List**

The Council was reminded of the processes, which generated the significant risk list.

Employability, had become a significant risk and this was now shown as a separate entry on the significant risks list.

The risks relating to the unanticipated loss of senior postholders were discussed. While the risk of such an event was low, the impact should it happen would be significant. The risk might be added to the Significant Risk List, or addressed in the Disaster Recovery plan.

**Deputy Vice-Chancellor**

Council noted the significant risks list.

**3.8 Senate**

The attention of the Council was directed towards the external validation of a PGT programme in entrepreneurship with the 'Garage', a local dance and drama studio. This was the first time NUA had validated an external award.

Non-executive members on both Council and Senate confirmed the accuracy of the Minutes of Senate placed before the Council.

The Minutes of the meeting of Senate held on 19 June 2019 were noted.

**4. STUDENT MATTERS****4.1 Students' Union Report**

The Students' Union President highlighted key areas of the Report. These included the higher proportion of student representatives appointed; the growing engagement of students in clubs and societies; the student unions' awards; the success of the pet therapy sessions, the additional events organised for students and the student ball. The Students' Union was also engaged with issues of mental health and loneliness.

**4.2 Students' Union Strategic Priorities**

Council noted the 2018/19 update on progress in achieving the Students' Union strategic priorities.

**4.3 Students' Union Financial Tracker 2018/19**

The statement of income and expenditure for 2018/19, showed actual income was above budget. It was anticipated that the Students' Union would achieve a small surplus for the year.

**5. REPORT FROM FINANCE AND RESOURCES COMMITTEE****5.1 Unconfirmed minutes of the meeting held on 7 June 2019**

The Deputy Chair of the Finance and Resources Committee (FRC) introduced the minutes of the meeting and the Finance Report, June 2019.

The Deputy Chair drew Council's attention to the prudent assumptions for student recruitment underpinning the University income projects for 2019/20, and subsequent years. Expenditure would rise across the same period. This was largely due to rising employer pension contributions and annual pay increments received by staff. These factors was not under the control of the University.

The Council approved the 2019/20 budget for the University.

The Financial Report contained an illustrative scenario based on the implement of the Augar review. The calculations constituted the worse case scenario, showing the full-effects of a reduction in the tuition fee rate, without any mitigating action on expenditure. It was noted that the University had sufficient financial reserves to absorb an immediate reduction in the tuition fee rate. This was not the case for most higher education institutions (HEIs). The political consequences of the government reducing the fee rate, leading to a corresponding financial failure of some HEIs, suggested implementation of such a policy would be difficult.

The KPMG benchmarking report confirmed the University's strong financial position.

**5.2 OfS Report and letter to Chairs on the financial sustainability of HE**

Members of Council noted that it was unfortunate that OfS had elected to send a letter to the Chairs of all governing bodies irrespective of an institution's financial strength and the robustness of their student forecasts.

Council noted the OfS report and letter to Chairs.

**6. NOMINATIONS COMMITTEE****6.1 Report of the meeting held on the 23 March 2017**

The Chair of the Committee introduced the Minutes of the meeting.

The Minutes were received by Council

**6.2 Renewal of current member**

Council approved the renewal of Mr Jeffries as an independent governor for a further term of 3 years, commencing 1 January 2020.

**6.3 Update on interview of potential new Governors**

The Chair of Council and Vice-Chancellor had met with two new potential lay members of Council. A curriculum vitae for each individual was tabled for members to consider. Both individuals had impressed and offered important areas of knowledge and skills to support the work of the governing body.

Council approved the appointment of Ms Catherine Bray and Ms Ri Chakraborty as independent members of the Council. Each would initially serve for a three-year term, from a mutually agreed start date to be agreed.

**Chair**

**7. REPORT FROM AUDIT COMMITTEE**

**7.1 Unconfirmed minutes of the meeting held on 7 June 2019**

The Chair of the Audit Committee introduced the minutes of the meeting and the Health and Safety Annual Report.

The Committee had examined the proposed external and internal audit plans from the University's auditors.

There were no major changes to the external audit process to draw to Council's attention.

Discussion with the internal auditors noted a future option was to examine the area of mental health. In addition, while the Committee had no concerns about the University's student number forecasts, it had decided it would be prudent for the validation of forecasts to be incorporated in the internal auditors' programme of work for 2019/20.

The annual health and safety report confirmed that there had been no major injuries or incidents in the year to April 2019.

**8. REPORT FROM PERSONNEL COMMITTEE**

**8.1 Unconfirmed minutes of the meeting held on 24 June 2019**

The Chair of the Council introduced the minutes of the meeting.

The impact of the unconscious bias training was noted.

The value staff placed on membership of one of the two mandated pension schemes was discussed. The University was currently constrained in its ability to offer its employees alternative pension arrangements. However, the pension arrangements for the higher education sector were receiving increasing attention nationally and greater flexibility in the pension arrangements might be allowed in the medium-term.

Council received the minutes.

**9. COUNCIL MATTERS**

**9.1 Update by the Chair**

The Chair noted that he had observed first-hand the level of organisation and work involved in the smooth running of the University's graduation ceremonies held during the week preceding the Council's meeting. It would be appropriate for Council to express its appreciation to all staff for their professionalism and work in making the events so successful. Members strongly supported the Chair's suggestion.

**Vice-Chancellor**

As part of the October 2019 Away Day, there would an opportunity for the lay members of the Council to meet separately and discuss the Council's operation.

**9.2 Governor development**

The Deputy Chair and Students' Union President reported back to Council on the AdvanceHE governance development event they had attended for Small and Specialist Institutions. Both members had found the event beneficial. The event had included a presentation of the three-horizon model.

**10. PAPERS TO NOTE**

Members confirmed that they found receipt of the press coverage very helpful.

The contents of the press coverage were noted.

**11. ANY OTHER BUSINESS**

There were no matters of any other business.

**12. DATE AND TIME OF NEXT MEETING**

The next meeting of the Council will take place on Friday 4 October 2019 commencing at 09.30, and will be followed by the Council's Away Day.

Members of the University's executive, including the VC, left the meeting.

**13. REPORT FROM THE REMUNERATION COMMITTEE****13.1 Report of the meeting held on the 24 June 2019**

The Chair of the Remuneration Committee (RemCo) highlighted key aspects of the discussion and decisions made at the Committee's meeting.

The Committee had received information on the salary awards of members of the senior management team whose remuneration was determined by the Vice-Chancellor.

The Committee was responsible for setting the remuneration of the University's senior postholders. In arriving at its decisions the Committee had taken account of the level of pay awards that would be received by staff employed by the University, data on the salaries for similar positions in comparative institutions, and the individual's performance across the year.

**13.2 Remuneration Committee Annual Report to Council 2018/19**

The Chair of the Remuneration Committee introduced the Annual Remuneration Report (ARR).

The Council reviewed the contents of the report and approved the remuneration of the senior postholders for 2019/20.

The Committee's terms of reference required Council to approve changes to the remuneration of the senior postholders. Having established the committee, there was a strong case, subject to Council receiving assurance that the Committee was fulfilling its responsibilities, that it should have the power to determine the remuneration of the senior postholders.

The ARR was designed to show how RemCo had discharged its responsibilities, including meeting the requirements of The Higher Education Senior Staff Remuneration Code. The Council was invited to consider whether, subject to Council receiving sufficient assurance through the ARR, the Committee should be given the power to determine the remuneration of the senior postholders. At the same time, the size and membership of the Committee would also be reviewed.

The Chair of the Council emphasised that the issue was being raised to allow members time to reflect on the matter. A paper discussing the matter would be presented to Council at its forthcoming meeting in October 2019.

**Chair**

The Chair closed the meeting.