

**NEWMAN UNIVERSITY**

**COUNCIL**

**Minutes of the Meeting held at Newman University on Tuesday 26<sup>th</sup>  
November 2019 at 1.30 pm in ST 102/103**

**Present:**

Mr Jonathan Day	Chair of the Council
Mr Glen Alexander	
Professor Peter Childs	Acting Vice-Chancellor
Rev Canon David Evans	
Ms Deirdre Finucane	
Ms Karan Gilmore	
Mr Colin Harris	
Ms Julie Jones	
Mr Stephen Kenny	
Mr Phillip Lennon	
Ms Leoarna Mathias	
Ms Elizabeth McGrath QC	
Professor Femi Oyeboode	
Mr Richard Wallace	

**In Attendance:**

Ms Andrea Bolshaw	Registrar and University Secretary and Clerk to the Council
Mr Tony Sharma	Chief Financial Officer
Mr Liam Rogers	Vice-President, NSU
Ms Marnie Davis Wood	Policy, Project and Governance Support Officer
Ms Jackie Flowers	Minute Secretary

*For item 2*

Ms Lysandre de-la-Haye	Director of Quality/Deputy Registrar
Ms Siân Howarth	Director of Student Services
Ms Alison John	Director of Marketing
Ms Christine Porter	Director of Library and Learning Services
Professor John Peters	Director of Learning, Teaching and Scholarship

*For item 6.4*

Ms Lysandre de-la-Haye	Director of Quality/Deputy Registrar
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The meeting opened with prayer led by Rev Canon David Evans.

## 1. Apologies

Apologies were received from Mr Christian Black, Dr John Carlisle, Ms Gayle Ditchburn, and Archbishop Bernard Longley.

## 2. Draft Strategic Framework (UC 55/19)

Council was provided with a draft of the Strategic Framework, together with comments from staff and students on the draft.

The Acting Vice-Chancellor outlined the development process for the Strategic Framework from the Council Away Days in 2018 to the Big Conversation. In October and November 2019, staff and students had been canvassed for their views of the draft text. The next steps would be to incorporate the feedback from staff, students and from the 'Being Human' discussion group, which was looking at the nature of the University as a human institution. There would be further iterations of the draft and it was expected that a final draft would be brought to the next meeting of the Council in February. Prior to this, Council members would be given the opportunity to provide further comment on the current draft at a series of telephone conferences in January. If the draft Framework was agreed at that meeting, work on the supporting strategies would take place throughout 2020.

Discussion of the draft Framework concentrated on the following issues.

The purpose and audience for the Framework: whether, for example, it was to sell, or to describe the institution. The Acting Vice-Chancellor thought that the key audience would probably be the Newman Community and the main users, Newman staff. Council members observed that it was important that the document was approachable – for example, in its language and style. Council members found the overall format of the Framework to be engaging, eye catching and accessible.

The extent to which the document preserved the Catholic identity: Council saw that the Framework had drawn on Saint John Henry Newman's *Idea of the University* and also from other Catholic thinkers, Paulo Freire and Oscar Romero. Members felt that contemporary Catholicism could be reflected, for example, by reference to the encyclicals of Pope Francis, in particular, *Laudato Si'*. The writing team explained how concepts from Catholic social teaching (solidarity, sustainability, subsidiarity and stewardship) had been incorporated.

The Acting Vice-Chancellor commented that the Framework tried to reflect the University as it was, but was not divorced from ambition. It had to be mindful of the environment in which all universities were trying to expand. The University had to grow, but not to lose the values that made it unique.

The draft Strategic Framework was received.

## 3. Minutes of Previous Meetings

### 3.1 Meeting of Council held on 3<sup>rd</sup> October 2019 (UC 5M/19)

The minutes were agreed to be a correct record of the meeting.

### **3.2 EGM held on 3<sup>rd</sup> October 2019**

The minutes of the meeting were tabled and after consideration were agreed to be a correct record of the meeting.

## **4. Matters Arising from the Minutes**

### **4.1 Meeting of Council held on 3<sup>rd</sup> October 2019**

There were no matters arising.

### **4.2 EGM held on 3<sup>rd</sup> October 2019**

The Clerk reported that all the necessary bodies had been notified of the changes to the Articles and the Articles were now published on the University's website.

## **5. Acting Vice-Chancellor's Report (UC 56/19)**

The Acting Vice-Chancellor presented a written report giving information on the general Higher Education environment and significant sector and institutional developments.

Arising from the report, Council members discussed aspects of the party manifestos for the general election which had an impact on higher education.

It was reported that Dr Mohammed Jakhara, the new Executive Dean of the Faculty of Arts, Society and Professional Studies had joined the University on 25<sup>th</sup> November. The Acting Vice-Chancellor thanked Professor Paul Hartley, who had been acting Executive Dean, and noted that he would continue for a few months in a consultancy role.

## **6. Office for Students Annual Accountability Returns**

### **6.1 Scene Setting Paper (UC 57/19)**

The Clerk introduced a scene-setting paper for the Returns. Last year's completed and submitted template had been provided for information. She reported that the new templates had been released on 28th October 2019 and were not significantly different from the previous year, the main visible change being the removal of the 'Part 2' to the template concerning academic standards and quality. However, the University had decided to continue to produce a quality assurance report for Council as it described in detail the systems and processes operated to ensure the standards and quality of its academic provision. The template additionally had a more over-arching 'catch all' approach in relation to the whole of the regulatory framework and conditions of registration and asks for declaration of risks as well as assurance. (The report was at item 6.4 below).

### 6.1.1 Access Agreement Monitoring (UC 74/19)

The CFO introduced a report on the monitoring of the Access Agreement. He explained that for the 2018/19 year the University had to submit an Access Agreement to OFFA (now part of OfS). It was likely that the 2018/19 return would contain an expectation of Council monitoring. The report showed the main elements of the 2018/19 Access Agreement and the University's expected performance against the targets and milestones it contained. It was intended that the paper would form the basis upon which the Accountable Officer could provide the OfS with assurance that the Council had monitored compliance with the key provisions of the Access Agreement in force in 2018/19.

Discussion followed on two main points: access and retention.

On access, the CFO noted two measures: the percentage of students from NS-SEC classes 4, 5, 6 and 7 and from low participation neighbourhoods. Targets identified had been based on the University's historical performance. The target for NS-SEC classes 4-7 had been exceeded and the University was just below target for students from low participation neighbourhoods.

With regard to retention, Council noted that the targets had not been achieved for either full time young first degree entrants or for mature first degree entrants and members questioned whether targets were too high or whether the University could be doing more. Referring specifically to the reasons for non-continuation rates of mature first degree entrants, the CFO said that they were varied and complex. More than half of the non-continuation was due to academic failure and often there was an accumulation of issues leading to that failure. A University Task Group had a focus on this and an objective of putting action plans in place. The research suggested that improving student engagement led to better retention. The Task Group was reviewing induction to see how it could better be used to increase engagement. Council noted that many institutions had poorer retention rates for mature students.

Council received the paper and noted the University's performance with regard to the provisions of the Access Agreement in force in 2019/19.

## 6.2 Annual Report of the Audit Committee to the Council (UC 58/19)

The Chair of the Audit Committee introduced the Committee's Annual Report. The Report was presented to the Council on completion of each audit cycle and had to contain all the reassurances required by the OfS from the Council and would form part of the documents sent to the OfS as part of the Annual Accountability Returns 2018-19). The report followed broadly the same format as in the previous year but with the year of report now aligned to the academic year.

There was a detailed discussion about the outcome of the Internal Audit on cyber security, which gave limited assurance on the design of the internal control framework. It was observed that many HEIs received limited assurance on cyber security. The CFO reported that there would be a formalised three year rolling programme of internal audit for IT, which would include cyber security. He noted the value of internal audits in this area as the auditors were specialists and their findings produced action plans for the IT Department. There had been additional investment in the past few years on data and cyber security. The University had recognised the necessity of staff awareness and had invested in training following introduction of the new Data Protection Act of 2018. Council also noted the importance of a broadly based business continuity plan for IT.

Council felt that it might need to appoint an IT and cyber specialist to its membership. It was also felt that IT and cyber awareness training would be helpful for Council members.

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| <b>Resolved UC 20/19</b> | 1 | to approve the Audit Committee's Annual Report  |
|                          | 2 | to approve the minor amendment to the wording of the Terms of Reference for the Audit Committee |

### 6.3 Accounts and Audit 2018/19

#### 6.3.1 Audit Findings Report from Grant Thornton (UC 59/19)

Council was provided with a copy of the Audit Findings Report. The Report included both Newman University and Newman Firmtrust Limited. It had been received by the Finance and General Purposes Committee and reviewed by the Audit Committee. No significant issues were raised in the document.

Council received the Report.

#### 6.3.2 Letter of Representation to Grant Thornton (UC 60/19)

The Letter of Representation to be given to Grant Thornton was considered. At its meeting on 12<sup>th</sup> November 2019 the Audit Committee had reviewed the Letter and had recommended its approval. Council also received a table detailing each representation and information to provide assurance to support the representation to be provided.

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| <b>Resolved UC 21/19</b> | to authorise the Chair to sign the Letter of Representation on behalf of the Council. |
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The letter would also be signed by the Acting Vice-Chancellor and the Chief Financial Officer.

*6.3.3 Newman University Accounts for Year Ended 31<sup>st</sup> July 2019 (UC 61/19)*

Council considered the draft set of financial statements for the year. Council members had been sent a draft of the statements and had provided comments. Audit Committee had been content with the proposed amendments and had resolved to recommend to Council that the accounts be approved.

**Resolved UC 22/19** to approve the financial statements and to authorise the Chair to sign them on their behalf.

*6.3.4 OfS Annual Financial Return 2019 (UC 62/19)*

The CFO introduced the OfS Annual Financial Return, explaining that for the current year the return had been significantly amended to incorporate a return previously submitted to HESA.

Council noted that there was an increase of around 2.5% a year in student numbers (50 additional students each year). The CFO felt that this was a reasonable level of growth and that the University would not be seen by the OfS as a higher risk institution. It was necessary to increase student numbers to maintain the University's current position given that tuition fees were unlikely to rise.

**Resolved UC23/19**

- 1) to approve the financial return for submission to the OfS
- 2) to delegate authority to the Accountable Officer to make amendments to the return during the submission and OfS review process which would take place during December 2019/early January 2020.

**6.4 Senate Annual Report and Action Plan (UC 63/19)**

Council was provided with a report to assist in the annual sign-off of the quality standards for the University. The Director of Quality said that the report comprised an overview and summary of the processes embedded within the University to ensure the quality and standards of its educational provision. Reference documents were appended to provide greater detail on the quality processes. The document brought together many aspects of information that have been already provided to the Council throughout this year in one consolidated form.

She drew attention to a new requirement from the OfS; institutions were being asked to provide a statement by end of this academic year giving information about the calculation of degree classification, how this was reviewed to be in line with the sector and how the institution demonstrated that there was no grade inflation. She noted that the University had brought down the consideration band for degree classifications from 5% to 2%. She reported that there was no grade inflation at the University.

Council heard that as a result of concerns that had arisen with the partnership with Ruskin College there had been a formal review and it been agreed to terminate the partnership. The necessary steps had been taken for the eight students remaining on the programme which was being taught out. This was a reportable event and the OfS had been notified accordingly.

Council discussed the information that was needed to enable them to give assurance about the quality of provision. It was noted that the appendices had been provided to enable Council members to drill deeper should they require more detailed information. It was felt, however, that the information in the appendices could be provided as a link.

It was suggested that Council members could, for example, observe the meeting of a Validation Panel, or one of the Task Groups. The possibility was suggested of the creation of a Council Sub-Committee for academic quality review, or for the establishment of a link Council member for academic quality.

**Action:** Clerk

The Council noted the report to inform the OfS-required sign off.

## **6.5 Annual Report of the Remuneration Committee to the Council (UC 64/19)**

Council considered the Remuneration Committee's Annual Report and an Annual Statement (Accounts Direction) for publication based on the structure outlined by the Committee of University Chairs (CUC) 'The Higher Education Senior Staff Remuneration Code', June 2018.

**Resolved UC 24/19** to approve the Annual Report of the Remuneration Committee and the Annual Statement for publication.

## **6.6 Prevent Annual Accountability and Data Return (UC 65/19)**

A Report concerning the University's actions in relation to the Prevent duty was introduced by the Clerk. The University's Safeguarding Task Group had overseen the completion of the ADR template return and the Audit Committee had approved the return at its meeting on 12<sup>th</sup> November 2019. Council also received a copy of the Safeguarding Risk Register.

Discussion of the Report centred on an incident which had been referred to in detail in the Report and the actions taken to determine whether it was a Prevent issue. The University Secretary & Registrar was confident that it was not a Prevent issue and the CTU had concurred. Two other Universities had been involved, and neither of them had seen it as a Prevent matter. The Committee noted that the University Secretary & Registrar had taken all necessary actions to verify the situation and that this process was documented.

**Resolved UC 25/19** to approve the Annual Accountability and Data Returns submission on Prevent to the OfS.

## **7. OfS Recent Correspondence (UC 66/19)**

The Clerk reported that the University had received a warning letter about payment to the dedicated quality body (the QAA) which had been made five days late. She noted that the deadline for payment could have been made clearer. Many other HEIs had also received a warning letter in respect of this payment.

The Council nonetheless expressed concern about any late payment. The CFO informed Council that his team had reviewed processes of internal control and that systems would now ensure that payments were made on time, reducing the likelihood of a recurrence of this issue.

The report was noted.

## **8. Key Performance Indicators (UC 67/19)**

An update on the University's performance against agreed key performance indicators was given by the CFO. He reported that three targets were on course to be met and none were at higher risk of not being achieved. For RDAP, it was noted that the requisite number of Doctorate completions (30) was on track but it was likely that this would now be achieved in 2021 rather than 2020.

Council noted the report.

## **9. Institutional Sustainability and Risk Management – Risk Register (UC 68/19)**

Council considered the Summary of Principal Risks, the updated Risk Register as reviewed by UOT at its October meeting, and the Statement of Strategic Objectives aligned to Risks.

The main item of discussion concerned the rating of the risk of a data/cyber security breach as green and the mechanics of the calculation of risk.

The Chair of the Audit Committee reported that at its last meeting the Audit Committee had considered the Risk Register and had felt that the rating of the risk should be at least amber. The Committee had been advised by the University's internal auditors that, from their knowledge of the sector, it was unusual for this risk to be rated as green. The Committee had asked the CFO to have discussions with



the insurers about costs and scenarios to help inform the metrics that he might consider within the risk area in order to calculate the risk impact and likelihood scores and then the mitigated adjusted score. It acknowledged that the methodology used in the Register might not always lead to an appropriate outcome in certain areas of risks.

**Action:** CFO

Council noted that in a previous iteration of the Register, cyber risk had been categorised as red and asked why the rating had changed to green. The CFO explained that although the risk was seen as significant, the methodology used resulted in a green outcome as it was not felt likely that there would be a major breach every year.

The CFO outlined the work already being done by the University in respect of cyber security and data protection. Council members noted the importance of staff awareness and the need to reinforce this. It also considered it important that Council received the necessary assurance that the University was doing all that it could to mitigate the risk. If necessary, this could include an external review. It was agreed that the CFO would produce a paper on this for a subsequent meeting.

**Action:** CFO

Council also agreed that a new approach to the Risk Register should be considered and that this would be considered as part of the work underpinning the launch of the new Strategic Framework.

**Action:** Clerk

In respect of risk 13 (forced closure of the campus due to fire or a gas leak), it was noted that this would be covered in an Estates update at the next FGPC.

**Action** CFO

**Resolved UC 26/19** to approve the Risk Register

## 10. Financial Matters

### 10.1 Recruitment and Enrolment Update (UC 69/19)

The CFO presented a report on the recruitment and enrolment position for the academic year 2019/20. He advised that the University had achieved the budgeted recruitment levels.

The report was noted.

## 10.2 Financial Position – Update for 2019/20 (UC 70/19)

Council considered a financial update relating to 2019/20. The CFO reported that the University was expecting to achieve the budgeted surplus of £585,000. Underlying income and costs were in line with budget.

Council received the update.

## 11.Reports from the Council Committees

### 11.1 Nominations and Governance Committee (NGC 5M/19)

Council noted and received the minutes of the meeting held on 3<sup>rd</sup> October 2019.

### 11.2 Governance Effectiveness Review Report (UC 71/19)

The draft report on the Governance Effectiveness Review was considered.

**Resolved UC 27/19** to approve the report for publication and implementation

**Action:** Clerk

### 11.3 Finance and General Purposes Committee (FGPC 5M/19)

Council noted and received the minutes of the meeting held on 6<sup>th</sup> November 2019.

### 11.4 Audit Committee (AC 3M/19)

Matters arising from the meeting held on 12<sup>th</sup> November had been covered under item 6.2. The minutes of the meeting would be presented to the next meeting of Council.

## 12.Reports from Senate

### 12.1 Minutes of the Senate Meeting held on 2<sup>nd</sup> October 2019 (UC 72/19)

The minutes were noted and received.

### 12.2 Minutes of the Senate Meeting held on 13<sup>th</sup> November 2019 (UC 73/19)

The minutes were noted and received.

## 13.Any Other Business

There was no other business.

**14.Date of the Next Meeting**

Wednesday 26<sup>th</sup> February 2020 at 2.30 pm.

The meeting closed with prayer led by Rev Canon Evans.

Signature ..... (Jonathan Day, Chair of Council)

Date .....

**The Council**  
**Action Plan from the meeting held on 26<sup>th</sup> November 2019**

Minute	Agenda Item	Action to be Taken	Person Responsible
6.4	Senate Annual Report and Action Plan	Consideration of suggestions raised in the discussion about creation of a Council Sub-Committee for academic quality review, or for the establishment of a link Council member for academic quality.	Clerk
9	Institutional Sustainability and Risk Management	<p>1 Paper on assurance for cyber/IT security for a subsequent meeting.</p> <p>2 Consider a new approach to the risk register as part of the work underpinning the launch of the new Strategic Framework.</p> <p>3 Estates update to the next meeting of FGPC incorporating risk 13</p>	<p>CFO</p> <p>Clerk</p> <p>CFO</p>
11.2	Governance Effectiveness Review Report	Implementation of the recommendations of the Governance Effectiveness Review Report	Clerk