

## NATIONAL FILM AND TELEVISION SCHOOL

### **MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON TUESDAY 24<sup>th</sup> NOVEMBER 2020 BY VIDEOCONFERENCE.**

**Present:** Patrick McKenna (Chair), Stephen Louis (Deputy Chair), Riffy Ahmed, Joe Bradbury-Walters, Geoffrey Crossick, Phil Edgar-Jones, Neil Forster, Patrick Fuller, Sara Geater, Oli Hyatt, Tim Kyte, Ian Lewis, Andrew Macdonald, Pukar Mehta, Steve Mertz, Adil Ray (until 11.30), Laurent Samama, Bal Samra, Mary Stiasny (until 10.15), Sue Vertue, Jon Wardle (Director).

**In attendance:** Trevor Hall (FD), Eleanor Wheal (Registrar).  
Chris Wensley (Clerk).

**Apologies:** Caroline Hollick, Siobhan Reddy, Colin Young.

**Declaration of Personal Interests:** None.

- The Chair welcomed Joe Bradbury-Walters, elected by the NFTS staff, to his first meeting.
- The Chair thanked Neil Forster, who was standing down from the Board having completed his six-year term on the Audit Committee, and particularly for his very important work as a founder member of that Committee.
- The Chair thanked Riffy Ahmed, for whom this was the last meeting, for her valuable contributions during the past year as SU President.

#### **1. Presentation.**

The meeting opened with a presentation from Dr. Jacqui Brasted concerning the Board's responsibilities under the Office for Students' Regulatory Framework, in particular:

- The Office for Students and its regulatory framework, including conditions of registration, and its approach to interventions and sanctions and its engagement with providers;
- Respective roles of the Board of Governors, accountable officer and senior managers in ensuring compliance.

**ACTION: The Executive to produce a paper for the next meeting demonstrating how the NFTS conformed with the OfS Conditions of Registration.**

#### **2. Minutes of Previous Meeting**

##### 2.1 Minutes of the Last Meeting

The minutes of the previous Board of Governors Meeting held on 6<sup>th</sup> October 2020 were approved as an accurate record.

##### 2.2 Actions

It was noted that all actions were completed or dealt with in the agenda.

##### 2.3 Matters Arising.

There were none.

#### **3. Context Setting and Updates.**

##### 3.1 Director's Report

The Director reported on his activities since the end of September. With regard to the Covid pandemic, he advised that all full-time courses were operating predominantly face-to-face with some sessions delivered via Zoom, and that most production activity was on schedule.

He added that since the last meeting three students had tested positive for Coronavirus, and their contacts asked to self-isolate in line with Public Health Guidelines, with the School ensuring they were properly supported. Arrangements had also been made in accordance with government guidelines for students to be

tested for coronavirus before returning home. He reported that the Covid Relief Fund had continued to accept applications and had made many awards. He was pleased to report that all September courses had hit their targets, and that recruitment for January was progressing well.

Other than the coronavirus crisis, the Director also advised that he was working with the BFI to replace the ScreenSkills funding, and that the Welsh government with the BBC had agreed to establish an NFTS Wales hub. He added that UKCA was unable to continue its funding for this year, and that it was likely that the DCMS grant would be rolled over for another year, and the Story Futures Academy be funded for an additional seven months.

Finally, he outlined strategies for fund-raising, including the possibility of holding the Gala in 2021.

The Board discussed various options for trying to ensure that the Gala or alternative fund-raising events could take place.

### 3.2 Finance Director's Report

Trevor Hall updated the Board on the School's financial performance for the three months to October 2020 which was better than budget, in part because of the full recruitment of Diploma students to courses starting in September.

He explained that the pandemic was making forecasting for the 2020/21 financial year challenging, but that School remained on track to meet its budget surplus for 2020/21.

Finally, he added that the financial audit was now complete.

### 3.3 Transfer of Gift Monies to NFTS Foundation

#### A. Transfer of Nik Powell Scholarship gift

Trevor Hall reported that the purpose of this section of the meeting was to consider matters relating to a gift of £50,000 (the "**Gift**") held by the School in respect of the Nik Powell Scholarship, received from a donor known and approved by the School who wished to remain anonymous ("**the donor**"). **[NOT FOR PUBLICATION]**

The Gift was made under a grant agreement between the donor and the School dated 10 December 2019 (the "**Agreement**"), which stipulates that the Gift should be held as permanent endowment.

He explained that a charitable company cannot hold permanent endowment as part of its corporate property, and the Gift is therefore held as a 'special trust' by the School as corporate trustee.

Trevor Hall highlighted that the purpose of the Nik Powell Scholarship and the Gift is to provide financial support for prospective MA Producing students with tuition fees at the School.

Trevor Hall invited members, if thought fit, approve the transfer of the Gift to the NFTS Foundation (company number 03290399 and charity number 1061561) (the "**Foundation**"). The Gift would be held on trust by the Foundation for the same restricted purpose under a permanent endowment restriction.

Due to the Gift being held by the School as a special trust, the transfer was proposed to be made using the statutory power at sections 268-274 of the Charities Act 2011. Members noted that the Gift is one to which section 267(1) of the Charities Act 2011 applies, in that:

- its gross income in the last financial year did not exceed £10,000;
- the Gift does not consist of any designated land; and
- the Gift itself is not a charitable company or other body corporate.

Trevor Hall explained that a transfer to the Foundation is possible as the objects of the Foundation are substantially similar to those of the School, and directly involve supporting the School.

He had confirmed with the Chair of the Foundation that the Foundation is happy to take receipt of the Gift for the restricted purposes in the Agreement and under a permanent endowment restriction as a special trust. Trevor Hall further explained that:

- the Foundation specifically holds investments as part of its support to the School (having investments of £4.4m at the end of the last financial year and providing a donation to the School of c£120,000 per annum);
- the Foundation will be able to invest the monies in appropriate securities along with its other investments to provide the best level of income for the School;
- the Foundation will pay any income arising to the School, which will administer the Nik Powell Scholarship each year with income received;
- in light of the above, the Foundation is a more appropriate venue for the Gift to be held, and the transfer would be in the best interests of achieving the purposes of the Gift.

Trevor Hall confirmed that the written consent of the donor would be sought to the proposed transfer of the Gift, and an appropriate variation made in writing to the Agreement to reflect the amended arrangement.

In considering the proposed transfer, Trevor Hall reminded the Governors of the charity law duties of the School as corporate trustee of the Gift.

**RESOLVED:**

- **that all of the purposes of the Foundation are substantially similar to all of the purposes of the School;**
- **that all of the purposes of the Gift when administered by the Foundation would be substantially similar to all of the purposes of the Gift as administered by the School; and**
- **that it is expedient in the interests of furthering the purposes for which the Gift is held for the Gift to be transferred in accordance with the resolution below.**

**Subject to receiving the written consent of the donor, the Board further resolved under section 268(1)(a) of the Charities Act 2011, that the School as corporate trustee:**

- **shall transfer all the property of the Gift (including any capital gains) to the Foundation, which is a registered charity, to be held by the Foundation under a permanent endowment restriction as a special trust and for the same restricted purpose.**

It was noted that the resolution, relating to permanent endowment, would have effect in accordance with sections 273 and 274 of the Charities Act 2011.

It was noted that all of the Governors in attendance approved the resolutions on behalf of the School.

It was noted that a copy of the above resolution must be filed with the Charity Commission ("**Commission**") together with a statement of the School's reasons for passing it, and that the transfer would take effect 60 days after the Commission receives the resolution

**RESOLVED: Trevor Hall be authorised to liaise with the donor to request written consent to the transfer, to vary the Agreement as required, and to arrange the filing of the resolution with the Commission.**

Further to the above, the Trevor Hall advised that £62,666 in additional funds to date had been raised for the Nik Powell Scholarship through a public appeal, which is currently held by the School as a restricted fund.

**RESOLVED: Such monies also be transferred by the School to the Foundation as a permanently endowed fund for the same reasons noted above and to allow these monies to be used in conjunction with the Gift, so that the Nik Powell Scholarship is all held within the Foundation.**

**RESOLVED: Trevor Hall be authorised to liaise with the Foundation to conclude a simple gift agreement in respect of the transfer of these funds, ensuring that the Foundation will pay any income arising to the School.**

It was noted that a communication should be added to the Just Giving page to explain about the transfer of the funds to the Foundation, and the rationale for the transfer, to reassure donors.

#### B. Transfer of James Walker Legacy Award monies

Trevor Hall also advised that £59,680 to date had been raised for The James Walker Legacy Award from founder donors and through a public appeal, which is has been received by the School as an expendable restricted fund.

It was noted that the founder donors entered into a gift agreement with the Foundation dated 3 September 2020, under which the Foundation would hold these funds, although donations have instead been paid to the School via the Just Giving page.

**RESOLVED: Such monies should be transferred by the School to the Foundation as an expendable restricted fund to reflect the arrangement in the gift agreement, and for the same reasons noted above to ensure the best income from these funds. This should also apply to future funds received through the appeal until the Just Giving page is closed or replaced with an appropriate replacement page with the Foundation as recipient.**

**RESOLVED: Trevor Hall be authorised to liaise with the Foundation to conclude a simple gift agreement in respect of the transfer of these funds, ensuring that the Foundation will pay any income arising to the School, which will administer the payment of awards.**

**RESOLVED: Trevor Hall be authorised to liaise with the founder donors to explain about the transfer to the Foundation and arrange with them to add a communication to the Just Giving page to explain about the transfer of the funds and the rationale for the transfer, to reassure donors.**

#### 3.4 Student Union Report

Riffy Ahmed reported on a variety of SU actions undertaken to support students. She also advised of the establishment of the Black Society, outreach work and new SU sources of advice for international students. She added that new student reps had been elected, and that elections were imminent for the next Student President.

#### 3.5 Degree-Awarding Powers Update.

Eleanor Wheal presented an update on the School's application for DAPs, including notification that the self-assessment and evidence base were considered appropriate by the OfS for the application to continue to the next stage, the schedule for assessment visits and final report, as well as details of the team of assessors.

The Board noted the report.

## **4. Strategy and Governance.**

### 4.1 OfS Matters

#### 4.1.1 Annual Accountability Return.

##### 4.1.1.1 Audited Financial Statements

Trevor Hall presented the statutory Accounts for the year ended 31 July 2020. He explained that for the third successive year, there were no audit points raised by BDO which required a Management response.

He explained that the financial statements had been reviewed by F&GP and Audit Committee and recommended to the Board for approval, and he drew the Board's attention to:

- Strategic Report
- KPI performance and targets
- Post Balance Sheet Events and Going Concern
- Financial Results
- Senior Management Remuneration disclosures
- Related Party Transactions

and to the following sources of assurance when reviewing the financial statements:

- Audit Completion Report
- Internal Audit Annual Report
- Letter of Representation

The Board noted that the next items 4.1.1.2/3/4 gave it assurance that the School had effective arrangements for financial management, risk management and delivering value for money.

##### 4.1.1.2 External Audit Completion Report

Trevor Hall presented the Management Letter which had had been scrutinised at the Audit Committee. He was pleased to advise that the external audit was substantially complete and that the auditors proposed to issue an unmodified ('unqualified') audit opinion.

##### 4.1.1.3 Audit Committee Report

Trevor Hall introduced the report which reviewed the adequacy and effectiveness of the NFTS's arrangements for:

- Risk management, control and governance;
- Value for money;
- The management and quality assurance of data.

The report confirmed that the Committee was satisfied that there were effective:

- processes for identifying, evaluating and managing significant risks;
- control and governance arrangements;
- processes to deliver value for money;
- systems to ensure the validity of the data submitted to HESA, the Office for Students, the Student Loan Company, Research England and other bodies;

and that therefore the Committee was able to confirm to the Board that its responsibilities had been satisfactorily discharged.

##### 4.1.1.4 Internal Auditor's Annual Report

Trevor Hall reported that overall for the year ended 31 July 2020, the internal auditors had been able to provide satisfactory assurance that the School maintained adequately designed and effective arrangements for risk management, control and governance, and economy, efficiency and effectiveness.

#### 4.1.1.5 Annual Financial Return Update

Trevor Hall advised the Board that the OfS had proposed a revised timetable to submit 5-year forecasts because of the impact of the pandemic on HEIs.

#### **RESOLVED:**

- **To authorise the Chair to sign the financial statements and letter of representation for the year ended 31 July 2020 on behalf of the Board.**
- **To note the revised submission timeline and invite F&GP to scrutinise the OfS five-year forecast and commentary on behalf of the Board;**
- **To delegate authority to the Board Chair to approve the submission of the five-year forecast to meet the OfS March 2021 deadline.**

#### 4.1.1.6 Prevent Accountability Return

Eleanor Wheel presented the annual Prevent Data Return and Accountability Statement, prepared for the Office for Students. She explained that all key staff had completed their training, and that there were no significant issues in the report.

The accountability statement and the data return had been considered by the chair of the Audit Committee after its meeting on 3 November 2020 and recommended for approval by the Board.

**RESOLVED: The Chair of the Board to sign the Prevent Annual Report for submission to the OfS together with the data.**

#### 4.2 Quality Assurance Evaluation Report

Eleanor Wheel presented to the Board the recommendations and minutes of the extraordinary meeting of the School's Academic Standards Committee on 14 September 2020 which had considered the annual Quality Assurance Evaluation Report.

It was noted that Geoffrey Crossick, Stephen Louis, Ian Lewis and Tim Kyte had attended the meeting, and had confirmed that they were satisfied with the QA processes and that the Board could be assured of the quality of the student academic experience, student outcomes and the standards of the School's awards.

The Board noted the report.

### **5. Committee Reports**

#### 5.1 Minutes from F&GP Committee

Steve Louis presented the minutes of the meeting held on 4<sup>th</sup> November 2020.

He reported that most items discussed were on the Board agenda, but advised that the Committee had closely scrutinised student recruitment for the year ahead, and had discussed the pension deficit and the proposals to address this that were being considered in conjunction with the Trustees.

The Board noted the minutes.

#### 5.2 Minutes from Audit Committee

Sara Geater presented the minutes of the meeting held on 3<sup>rd</sup> November 2020.

She reported that most items discussed were on the Board agenda, but advised that the Committee had agreed the internal audit plan for 2021, revised its terms of reference and welcomed a new co-opted member, Janet Oakes, Commercial Director of CPL Productions.

The Board noted the minutes.

### 5.3 Report from GAR Committee

Steve Louis reported that:

- the three Board members to join the Ethics Advisory Group were Geoffrey Crossick (Chair), Mary Stiasny and Phil Edgar Jones;
- the Committee had agreed that membership of Board sub-committees should be for a three-year term with an option to extend once;
- the Committee was reviewing the appropriate skillsets for committees and their diversity data.

## 6. Operational Matters

### 6.1 Student Diversity Report

Eleanor Wheal presented information about the demographics of the 2020 student intake for Masters and full-time Diploma courses, together with trends across the last three years in respect of ethnicity, gender, disability status and socio-economic background.

She explained that the NFTS student data demonstrated that:

- Ethnic minority representation was 17.4%, compared to the ScreenSkills target of 20%;
- Female representation was 53.5%, exceeding the ScreenSkills target of 50%;
- Disability representation remained more than double the industry target;
- In terms of socio-economic background, there appeared to have been a significant reduction in the percentage of students from areas of lowest participation in higher education, but the metric employed was widely believed to be unreliable as a measure of students' socio-economic background, and a new more reliable measure would be adopted by the School. (See 6.2 below.)

Bal Samra asked how the School targeted scholarships in order to improve the diversity statistics, and also asked what action was being taken to improve the diversity of teaching staff.

Jon Wardle explained that with the HR Director he was carrying out detailed research and analysis at course level to address this.

### 6.2 Proposed New Measure for Tracking Students' Socio-Economic Background

Eleanor Wheal proposed new metrics for the determination of students' and applicants' socio-economic background.

She explained that the School currently measured the socio-economic background of its applicants and students using POLAR data, using their postcodes to determine whether they came from areas of the country with low participation in HE.

However, since this was no longer considered a robust measurement of socio-economic background, the Sutton Trust had recommended that different questions be asked, the key ones being parental occupation and school attended, an approach that had been adopted by ScreenSkills, BAFTA and the BFI.

Consequently, as a pilot, the School would ask all new students to answer these two questions, and would present the data to the March meeting of the Board to agree targets for both these areas.

Geoffrey Crossick stressed the importance of staying alert to the measures used in the HE sector to enable benchmarking of the School's performance, and Bal Samra proposed close consultation with broadcasters on targets and strategies.

### 6.3 Curriculum and Short Course Report

Jon Wardle updated the Board on key curriculum activity since the last meeting, including summary information about short courses, the operation of the full-time curriculum, the development of new courses, academic standards, partnerships and recruitment. He advised that the national and regional hubs had been adversely affected by the Covid lockdown, but were now resuming activities, and he was pleased to report encouraging progress with developing an NFTS Wales hub. He also drew attention to the effects on other courses of the Covid epidemic, and also reported on the recent Academic Standards Committee which was attended by representatives from the Board.

#### 6.4 NFTS Fellowship Nominee

Jon Wardle advised that annually the NFTS Board of Governors awarded an NFTS Honorary Fellowship in recognition of outstanding contribution to the British film, television and games industries. He explained that the GAR Committee had discussed the proposed names and had recommended Sir Sam Mendes to the Board for the 2021 Fellowship, which had been unanimously approved. He was pleased to report that Sam Mendes had accepted the nomination with pleasure.

#### 6.5 Academic Governance and Academic Risk

Eleanor Wheal outlined the arrangements for the management of academic governance and academic risk.

She explained that the recently-published CUC code stated that:

'The governing body must actively seek and receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards and the integrity of academic qualifications...and will also wish to receive assurance that specific academic risks ...are being effectively managed.'

Accordingly, she presented an overview of how the Board and its sub-committees currently had oversight of the School's academic governance arrangements, including quality and standards, and academic risks.

The Board re-iterated its confidence that scrutiny of ASC decisions and processes by a group of Board members who attended the annual meeting of ASC and then reported to the Board gave it confidence that academic standards were being appropriately maintained.

It was agreed that the Ethics Advisory Group should oversee Research Integrity.

The Board noted the report, and approved the processes described.

### 7. Any Other Business

#### 7.1 GDPR Compliance – e-mail addresses

Chris Wensley explained that members occasionally wished to share opinions on specific agenda items with other members, but that current School practice was to blind copy papers to members to comply with GDPR regulations. He invited members present to give permission for their email addresses to be visible to other members in future communications to enable 'reply to all' where needed. He agreed to contact members not present to confirm their approval, for completeness. This was agreed.

#### 7.2 Pinewood Opportunity

Jon Wardle reported on an opportunity to operate a proposed new Education/Skills Hub at Pinewood which might be used for craft skills training, production trainees, BFI Film Academy, short courses and a virtual production training studio.

An advisory group consisting of Sue Vertue, Ian Lewis, Andrew MacDonald and Bal Samra was agreed, and there was discussion about whether all the capital costs would be covered by the industry/Pinewood.

**RESOLVED: The Director to sign an MOU with Pinewood.**

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5.3 GAR Report (continued): Annual Trustee Declarations of Interests  
**[NOT FOR PUBLICATION]**

**8. Date of Next Meeting:** This was confirmed as Tuesday 23<sup>rd</sup> March 2020 at 09.30.