

NOTTINGHAM TRENT UNIVERSITY

MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
HELD ON 10 JULY 2018

Present

Mr N Goulden, Pro-Chancellor (Chair)
Ms N Hill, Deputy Pro-Chancellor (Deputy Chair)
Mr N Collard
Mr S Denton
Mr I Ellis
Mrs S Fish
Mr B Fox
Mrs L Holder

Ms K Moore
Professor E W Peck
Ms A Somal
Mrs S Walker-Smith
Mr T M Walmsley
Baroness D Warwick
Mr O Woodley

In Attendance

Mrs R C Jenkyn, Clerk to the Board of Governors
Mr J A Lacey, Director of Finance
Professor E Simmons, Deputy Vice-Chancellor
Ms K Soanes, Governance Officer (Minute Secretary)

Mr M Carr, Pro Vice-Chancellor (Employer and Economic Engagement) for minute references 18.35 to 18.41

Ms B Matthews, Pro Vice-Chancellor (Culture) and Head of College (Art, Architecture, Design and Humanities) for minute reference 18.41

Mr A Porter, Associate Director, AdvanceHE for minute reference 18.40.

Apologies for Absence

Apologies for absence were received from Mr N Ebbs and Mr T Woodman-Clarke.

18.35 Welcomes

The Pro-Chancellor welcomed Bradley Fox, who had formally taken office as the President of Nottingham Trent Students' Union on 1 July 2018 and was thereby appointed as the Student member of the Board of Governors.

18.36 Declarations of Interests Relating to Items on the Agenda

Members present were asked to declare any potential conflicts of interest they held in the agenda items to be considered. None were declared.

18.37 Minutes

(a) Minutes of the Previous Meeting

Minutes of the previous meeting held on 1 May 2018 (Document A) were approved and accepted as a true record.

(b) Matters Arising

Minute Reference 18.27: Capital Financing

It was confirmed that the Private Placement had been completed with funds drawn down on 4 June 2018.

18.38 Pro-Chancellor's Update and Membership Matters

The Board received and considered a report (Document B) from the Pro-Chancellor. The following matters were reported:

- Geoff Love, Chief Executive Officer at Esendex Group, was recommended for appointment by the Membership and Nominations Committee as an Independent Member of the Board of Governors for an initial term of three years with effect from 1 September 2018. It was noted that Geoff had particular expertise in digital technologies. Geoff would also be invited to serve as a member of the Strategy, Policy, Finance and Resources Committee;
- David Williams, Partner and Chairman at Geldards LLP, was recommended for appointment by the Membership and Nominations Committee as a Co-opted Member of the Board of Governors for an initial term of three years with effect from 1 September 2018. It was noted that in addition to his legal background David was well connected in the East Midlands. David would also be invited to serve as a member of the Employment Policy Committee. David would transfer to the category of Independent Governor membership as and when a vacancy arose;
- Geoff Love and David Williams would be invited to attend the Board of Governors Away Day on 4 September 2018 for the NTU2025 Strategy Refresh discussions;
- Two additional candidates had been identified to join the Board of Governors who could potentially provide expertise in the areas of Marketing and Engineering;
- It was confirmed that the Membership and Nominations Committee would monitor the start/leave dates of members in order to avoid a number of tenures expiring at the same time;
- A review of the memberships of the supporting committees was in progress and the Pro-Chancellor would discuss proposed changes with individual members directly; and
- The Pro-Chancellor and the Vice-Chancellor had progressed discussions in relation to the appointment of a 'student voice' and 'staff voice' to the Remuneration Committee. It was noted that although this was not a requirement of the Committee of University Chairs (CUC) HE Remuneration Code, the Board considered this to be good practice.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the recommendations in relation to membership matters as set out above (and in Document B) be approved and endorsed.

18.39 Vice-Chancellor's Update

The Vice-Chancellor presented a report (Document D) updating the Board on issues of strategic importance and sharing some recent successes. The following matters were highlighted:

- The Times Higher European Teaching rankings were due to be released shortly and NTU would be in the top 100;
- "Grade inflation" had been attracting political and media interest recently. The Board was advised that there was neither enforced grade enhancement nor algorithmic moderation practises at NTU. There had been grade improvements by the University's students over recent years which could be attributed to improved teaching and stronger students. The several mechanisms in place to ensure robust standards were discussed;
- The strategic relationship emerging with the University of Nottingham was discussed, noting that the aim was to develop a 'Universities for Nottingham' rubric under which collaborations would be badged. Members welcomed the progress made in this area and the benefits this could bring for the University and the City;
- An update was provided in relation to the student recruitment position for 2018/19 entry;
- An overview was provided of the Annual Pay Negotiations and the USS pension dispute. UCU had rejected the Universities and Colleges Employers' Association (UCEA) final offer of 2% and its members would be balloted on industrial action. It was hoped that the pay negotiations and the USS pension dispute would remain separate issues as colleagues at NTU and many other institutions which shared its origins were not significantly impacted by the latter;
- The Board approved a proposal from the Vice-Chancellor for the University to sign the Magna Charta Universitatum. The Academic Board had also approved the signing of the Charta at its meeting on 20 June 2018;
- A summary was provided of the revised Personal Relationships Policy. It was noted that this has been approved by Academic Board at its meeting on 20 June 2018. Members stated their support noting that the policy outlined clearly the expectations of staff behaviour towards students. A confidential email address had been established for any complaints of harassment to be reported. The revised policy would be issued to all staff and students at the start of the new academic year; and
- It was confirmed that a review of the University's Conflicts of Interest Policy which related to broader personal relationships, such as third party contractors was also underway. This was targeted to be reviewed by both the Academic Board and the Board of Governors at their next meetings.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Magna Charta Universitatum be signed by the Vice-Chancellor and progressed accordingly.

18.40 Governance Effectiveness Review

The Associate Director and lead consultant from AdvanceHE, Aaron Porter, presented a report (Document C) in relation to the outcomes of the recent Governance Effectiveness Review. The following matters were highlighted:

- A high degree of consensus had been found in the feedback provided by members;
- The Board and its sub-committees met the compliance baseline requirements outlined in the CUC governance documents and expected by the Office for Students and previously by HEFCE;
- The Board culture, encompassing collegiality between members and the University executive, was considered to be well established and constructive;
- The Board's strategic focus and the strength of the links from KPIs and Risk Management to the University's Strategic Plan were commended;
- An overview was provided of the eight commended areas of practice. The secretarial and wider support for the governing body was highlighted as an area for particular plaudit; and
- Members confirmed the report was a good reflection of the feedback they had provided and the Pro-Chancellor thanked AdvanceHE for their work on this exercise.

(Mr Porter left the meeting.)

Members discussed the recommendations contained within the report and the following was agreed:

[The remainder of this minute note has been redacted due to its confidential nature.]

The Clerk to the Board would compile an action plan based on the agreed recommendations and share this with members of the Board directly ahead of the next meeting.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Clerk to the Board compile an action plan based on the agreed recommendations and share this with Board members prior to the next meeting of the Board of Governors.

18.41 Deep Dive into Enriching Society

The Board received and considered a report (Document E) and presentation from the Pro Vice-Chancellor (Employer and Economic Engagement) and the Pro Vice-Chancellor (Culture) and Head of College (Art, Architecture, Design and Humanities). Progress on the actions associated with the Enriching Society theme of the University's Strategic Plan was outlined.

[The remainder of this minute note has been redacted due to its confidential nature.]

IT WAS RESOLVED

that the report be received and endorsed.

18.42 Budget 2018/19

The Director of Finance presented a paper containing the budget for 2018/19 and forward projections to 2022/23 (Document F). Members were advised that the Strategy, Policy, Finance and Resources Committee had reviewed the budget and forward projections in detail and recommended these to the Board for approval.

[Some of the detail of this minute has been withdrawn due to its confidential nature.]

During discussion, the following points were raised or noted:

- The University's key financial performance indicator - net cash inflow from operations of 10% of income - was forecast to be exceeded. This was broadly in line with the plan approved by the Board in 2017;
- The proposed budget for 2018/19 and forward projections included growth in student numbers;
- The Board was advised of two particular financial challenges related to the undergraduate fee cap and real term wage increases, noting these were issues that were common to the sector;
- The forward projections included the latest assumptions in terms of estate developments and remained unchanged from the budget approved by the Board last year;
- In order to address the financial challenges noted above, an efficiency target had been set from 2019/20 onwards;
- Members were assured that the University was able to respond in a measured and planned manner to financial challenges that may arise;
- The additional income streams were outlined for members;
- Members were pleased to note that a contingency sum would be retained throughout the period of the plan; and
- Members noted that a key area for investment was in relation to academic leadership. It was considered that the quality of academic members of staff would be critical in order to realise the University's desire to increase its research capability and reputation.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Budget for 2018/19 and the financial projections to 2022/23 be approved for submission to the Office for Students.

18.43 Estates and Facilities Update

The Chief Operating Officer and Registrar presented a report (Document G) in relation to estates developments across the University campuses. It was noted that the majority of the work being undertaken this summer was focused on transforming existing spaces to make them flexible and fit for purpose.

IT WAS RESOLVED

that the report be received and endorsed.

18.44 Health and Safety Annual Report 2017/18

The Chief Operating Officer and Registrar presented the Health and Safety Annual Report 2017/18 (Document H) for consideration by the Board. During discussion, the following matters were noted:

- The Chief Operating Officer and Registrar outlined how Health and Safety was managed at the University and noted that it was an item on the agenda at the weekly University Executive Team (UET) meetings;
- It was confirmed that the Board would be notified of any high-level health and safety issues through the Vice-Chancellor's report; and
- Members recognised the amount of proactive work that the University was undertaking to support staff who experienced stress either in their work or home life. It was noted that it would be helpful if future reports included sickness absence reporting in relation to stress.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that future Health and Safety annual reports include sickness absence statistics related to stress.

18.45 Policy Updates

The Clerk to the Board of Governors presented a paper (Document I) in relation to proposed revisions to the University's Freedom of Speech Policy. The following matters were noted:

- The policy had been amended to reflect anomalies in practice that had been identified. Additional information had been included on the legal principles related to freedom of speech and the text amended to reflect a recent review of University policies on this issue; and
- The policy had been developed in collaboration with Nottingham Trent Students' Union and had been reviewed by the Prevent Steering Group and UET. The balance between supporting freedom of speech and the University's responsibilities under the Prevent Duty were discussed.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and

- (ii) that the revised Freedom of Speech Policy be approved.

18.46 Academic Board

(a) Report from the Academic Board

The Board received a report (Document J) from the Vice-Chancellor in relation to the meeting of the Academic Board held on 20 June 2018. It was noted that the Deputy Vice-Chancellor and the Chief Operating Officer and Registrar were considering how best to engage Governors in academic oversight and a proposal would be presented at the next meeting.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that a proposal in relation to increasing Governor engagement in academic oversight would be presented at the next meeting of the Board of Governors.

(b) Academic Board Annual Report 2017/18

The Board received and considered the Academic Board Annual Report 2017/18 (Document K) which provided an overview of the work of the Academic Board during the current academic year.

IT WAS RESOLVED

that the report be received and endorsed.

18.47 Business from Standing Committees

(a) Audit and Risk Management Committee

The Board accepted and noted the unconfirmed minutes of the meeting of the Audit and Risk Management Committee held on 26 June 2018 (Document L). The following matters were highlighted:

- The results of the Financial Report Council's 2018 Quality Inspection had been discussed with KPMG directly and the KPMG Partner had assured the Committee that the University would continue to receive a high quality audit service;
- The Audit Planning Memorandum for the year ending 31 July 2018 had been received from the External Auditors;
- The Committee had considered six internal audit reports issued since the previous meeting;
- Good progress was being made on risk management and further development of the risk theme profiles in relation to risk appetite and assurance was being undertaken;
- The Internal Audit Annual Plan and Strategy for 2018/19 had been considered and approved; and

- The University was making good progress in relation to ensuring compliance with the General Data Protection Regulation (GDPR).

(b) Strategy, Policy, Finance and Resources Committee

The Board accepted and noted the unconfirmed minutes of the meeting of the Strategy, Policy, Finance and Resources Committee held on 26 June 2018 (Document M). Three substantive items were discussed by the Committee as follows:

- The University was considered to be well placed in relation to student recruitment and compared well to the sector;
- The University's draft budget for 2018/19 had been discussed and approved; and
- The NTSU draft budget for 2018/19 and block grant application had been approved. The NTSU had been commended for their budget presentation.

(c) Employment Policy Committee

The Board received an oral report from the Deputy Pro-Chancellor in relation to the inaugural meeting of the Employment Policy Committee held on 9 July 2018. The following matters were highlighted:

- The approach to executive remuneration was approved within the context of the Remuneration Code for Higher Education;
- The new appraisal process was discussed;
- The University's Equalities in Pay report had been received. It was noted that the review had found that pay equality was maintained across the grade bands;
- The Staff Survey which had been last run almost two years ago was targeted to be launched again in October 2018; and
- The revised Trade Union Recognition and Procedures Agreement and revised Grievance Policy had both been approved by the Committee.

(d) NTU Development Board

The Board accepted and noted the unconfirmed minutes of the meeting of the NTU Development Board held on 13 June 2018 (Document N).

A number of updates had been presented to the NTU Development Board, including reports in relation to the Inspiring Minds Campaign and activities within the Development and Alumni Relations department at the University. The NTU Development Board had been encouraged by the progress made to date. It was noted that the Inspiring Minds Campaign would be the next golden thread topic presented to the Board of Governors in November 2018.

18.48 Nottingham Trent Students' Union

The Board received a report (Document O) in relation to the budget for Nottingham Trent Students' Union for 2018/19, together with the block grant application (Document O1). The budget had been reviewed and supported by the Strategy, Policy, Finance and Resources Committee.

IT WAS RESOLVED

- (i) that the report in relation to the budget for Nottingham Trent Students' Union for 2018/19 be received and endorsed; and
- (ii) that the block grant requested from Nottingham Trent Students' Union for 2018/19 be approved.

18.49 Office for Students

The Board received and noted the supporting information that had accompanied the University's registration application to the Office for Students (Document P). Members were advised that some amendments had been requested to the Access and Participation Plan by the Office for Students. These had now been incorporated. A student group was also to be established to monitor the impact of the plan. The OfS Director for Fair Access and Participation had expressed an interest in receiving feedback on this approach. The University should receive notification of registration by September 2018.

18.50 Review of Post-18 Education and Funding

The Board received and noted a report (Document Q) in relation to the University's submission to the Post-18 Education and Funding Review Panel. The Panel would publish its recommendations at the end of November 2018.

18.51 Application of the Corporation Seal

Members received and noted a report (Document R) summarising the documentation to which the University's Corporation Seal had been applied since the previous meeting of the Board.

18.52 Date of Next Meetings

The Board of Governors Away Day to focus on NTU2025 (Strategy Refresh) was scheduled for Tuesday 4 September 2018.

The next meeting of the Board of Governors would take place on Tuesday 27 November 2018 at the City campus. This would be preceded on Monday 26 November 2018 by a presentation from the School of Social Sciences, a presentation on the University's Inspiring Minds Campaign, and dinner.

Rebecca Jenkyn, Clerk to the Board
July 2018