

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE  
BOARD OF GOVERNORS  
HELD ON 1 MAY 2018**

Present

Mr N Goulden, Pro-Chancellor (Chair)	Ms M Longdon
Ms N Hill, Deputy Pro-Chancellor (Deputy Chair)	Ms K Moore
Mr S Denton	Ms A Somal
Mr N Ebbs	Mrs S Walker-Smith
Mr I Ellis	Mr T M Walmsley
Mrs S Fish	Mr O Woodley
Mrs L Holder	Mr T Woodman-Clarke

In Attendance

Professor Y Barnett, Senior Pro Vice-Chancellor (Research)  
Miss J A Clews, Governance Services Manager (Minute Secretary)  
Mrs R C Jenkyn, Clerk to the Board of Governors  
Mr J A Lacey, Director of Finance  
Professor E Simmons, Deputy Vice-Chancellor  
Mr A Porter, Advance HE (Observer)  
Professor C Brown, Head of the Doctoral School, for minute reference 18.25  
Dr I Forristal, Director of the Research Office, for minute reference 18.25

Apologies for Absence

Apologies for absence were received from Mr N Collard, Professor E W Peck and Baroness D Warwick.

18.17 Welcomes and Farewells

The Pro-Chancellor welcomed Aaron Porter from Advance HE who was observing the meeting to inform the Governance Effectiveness Review. The final report would be presented at the next meeting of the Board.

The Pro-Chancellor noted that Martha Longdon would shortly complete her term of office as President of Nottingham Trent Students' Union (NTSU) and thus as a member of the governing body. Members recorded their thanks to Martha for her contribution to the work of the Board and the University, and wished her well for the future. The President-elect of NTSU, Bradley Fox, would formally take office both as NTSU President and as a member of the Board of Governors on 1 July 2018.

18.18 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. No conflicts of interest were declared.

18.19 Student Story

The Board viewed a short film prepared by Nottingham Business School designed to give Governors an insight into students' experiences at the University.

The Pro-Chancellor noted that the Board had received a good presentation from the Dean of Nottingham Business School and colleagues the previous evening. A presentation had also been received from the Pro Vice-Chancellor (Employer and Economic Engagement) and the University's Chancellor, Sir John Peace, in relation to economic engagement in the East Midlands.

#### 18.20 Minutes

(a) Minutes of the Previous Meeting

Minutes of the previous meeting held on 6 February 2018 (Document A) were approved and accepted as a true record.

(b) Matters Arising

Minute Reference 18.03(b): Chair's Update - Governor Expenses

Details in relation to the proposed format for the publication of Governors' expenses on the University's website were included within the Pro-Chancellor's Report (Document C) under minute reference 18.22.

Minute Reference 18.05: Chair's Update - HE Remuneration Code

The Pro-Chancellor's response to the consultation on the Code had been circulated to the Board and an update would be given under minute reference 18.22.

#### 18.21 Board and Committee Memberships

The Pro-Chancellor provided an update to the Board in relation to membership matters and discussions held at the meeting of the Membership and Nominations Committee on 30 April 2018. The following matters were reported:

- The Pro-Chancellor and the Vice-Chancellor had been working with external recruitment specialists to identify potential candidates for appointment to the Board of Governors. There was currently one independent member vacancy, with a second vacancy due to arise upon Mike Walmsley's retirement in October 2019. It was also considered desirable to appoint one or two additional members in the co-opted membership category. Maintaining the diverse nature of the Board was a key priority during the recruitment process. As previously agreed, the main focus for recruitment related to expertise in the fields of rural, engineering, marketing and digital, with opportunities also being considered to strengthen the legal expertise and local networks on the Board;
- A review of the memberships of the supporting committees would be undertaken in due course, and particular consideration given to strengthening the membership of the Strategy, Policy, Finance and Resources Committee. Members were invited to contact the Pro-Chancellor if they wished to discuss any particular aspirations in respect of committee membership;
- The current terms of office for a number of members, including the Pro-Chancellor and Deputy Pro-Chancellor, expired during 2019 and the customary review process would be progressed in due course;

- The role of Deputy Chair of the Strategy, Policy, Finance and Resources Committee was currently vacant and it was recommended that Owen Woodley be appointed to this role;
- Upon Ian Ellis' appointment as Chair of the Audit and Risk Management Committee a vacancy had arisen for the role of Deputy Chair of the Committee. The Chair of the Audit and Risk Management Committee would discuss the matter with colleagues with a view to making a recommendation to the Board regarding an appointment to this role in due course; and
- A proposal had been made by the Pro Vice-Chancellor (International) for the Vice-Chancellor to be able to use the title "Vice-Chancellor and President" when overseas, particularly in China. This was based on feedback received and aimed to clarify the seniority of the Vice-Chancellor's role in the University. This matter was recommended for approval by the Board.

### **IT WAS RESOLVED**

- (i) that the report be received and endorsed;
- (ii) that the appointment of Owen Woodley as the Deputy Chair of the Strategy, Policy, Finance and Resources Committee be approved with immediate effect;
- (iii) that the Chair of the Audit and Risk Management Committee progress discussions in relation to an appointment to the role of Deputy Chair of the Committee, and make a recommendation on the same to the Board in due course; and
- (iv) that the Vice-Chancellor be permitted to use the title "Vice-Chancellor and President".

#### 18.22 Pro-Chancellor's Update and Committee Terms of Reference

The Committee received a report (Document B) in relation to the proposed Terms of Reference for the reconstituted Remuneration and Employment Policy Committee, together with an updating report from the Pro-Chancellor (Document C).

##### (a) HE Remuneration Code

The Pro-Chancellor provided an update in relation to the HE Remuneration Code ("the Code") which had been approved at a recent meeting of the Committee of University Chairs (CUC). The University intended to exceed the requirements set out in the Code, including the appointment of members to the Remuneration Committee who could provide a 'staff voice' and a 'student voice'.

The Office for Students (OfS) had confirmed that the Code would be adopted as part of its regulatory framework. It had been emphasised that the primary foci of the OfS would be the provision of value for money for students and on student outcomes. All HE providers would be required to publish information in relation to staff earning above £100k, with full disclosure of named individuals earning above £150k. The publication of pay multiples was also required, although there had been no steer in relation to the target or range in this regard. The Board noted that benchmarking of senior salaries against other sectors and international markets was

appropriate. With reference to the focus on value for money for students, the recent legal action by students seeking to recover tuition fees for cancelled classes was noted and the Board was advised that notwithstanding that this matter did not directly affect the University this issue was being monitored closely by the University.

### **IT WAS RESOLVED**

that the report be received and endorsed.

(b) Committee Terms of Reference

The Pro-Chancellor reminded the Board that it had previously been agreed that the University would separate the existing Remuneration and Employment Policy Committee. The proposed Terms of Reference for the Remuneration Committee and the Employment Policy Committee had been reviewed by the Membership and Nominations Committee at its meeting the previous day and a number of minor amendments were recommended. The following matters were highlighted:

- The Employment Policy Committee would review all employment policy and employment matters relating to staff, other than the pay and conditions of the Vice-Chancellor and Senior Post-Holders. The Committee would meet twice per year, with additional meetings held as required. It was recommended that the current membership of the Remuneration and Employment Policy Committee transfer to the Employment Policy Committee;
- The Remuneration Committee would meet once per year, with additional meetings held as required, to deal specifically with all matters relating to the remuneration and conditions of service for the Vice-Chancellor and Senior Post-Holders. The CUC had not defined 'senior post-holder' and the Board agreed that for the University this should comprise all members of the University Executive Team who report directly to the Vice-Chancellor;
- It was recommended that the current membership of the Remuneration and Employment Policy should transfer to the Remuneration Committee, with the exception of the Vice-Chancellor (who would not be a member) and additional members to provide a 'staff voice' and a 'student voice'. Given that the student member on the Board of Governors was routinely appointed only for a term of one year (coterminous with their period of office as President of NTSU) it was considered appropriate to seek alternative options for appointment to this role for a term of three years. In relation to the appointment of a 'staff voice', it was considered sensible for this role to be undertaken by either the Academic Board member or the Professional Services staff member on the Board, who were both appointed to the Board for terms of three years. It was agreed that the Pro-Chancellor and Vice-Chancellor would discuss this matter with relevant colleagues, with a view to making a recommendation to the Board of Governors;
- The Membership and Nominations Committee had considered that the information in relation to senior staff salaries should be reviewed by the Remuneration Committee prior to being published on the University's website, and the Terms of Reference would be updated to reflect this

responsibility. It was suggested that these data include a breakdown of gender information and this was endorsed by the Board;

- An annual report on remuneration would be prepared for review by the Board of Governors;
- The quoracy provisions in the Terms of Reference for both committees would be revised, with the quorum to include at minimum the Chair or Deputy Chair and one other Independent Governor; and
- The Pro-Chancellor and Deputy Pro-Chancellor would consider the appointment of a specialist external remuneration advisor to support the Remuneration Committee.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed;
  - (ii) that, subject to the amendments discussed and noted above, the Terms of Reference, together with the proposed membership, for the Employment Policy Committee be approved and endorsed;
  - (iii) that, subject to the amendments discussed and noted above, the Terms of Reference, together with the proposed membership, for the Remuneration Committee be approved and endorsed; and
  - (iv) that the Pro-Chancellor and the Vice-Chancellor progress discussions in relation to the appointment of a 'student voice' and 'staff voice' and on the provision of external advice to the Remuneration Committee.
- (c) Pro Chancellor's Update

The Pro-Chancellor would prepare a briefing note which summarised the key points of the discussions held at the recent Governors' dinners.

In relation to the Strategy Refresh, the Governors had noted the importance for the new strategy to be innovative, flexible and outward-looking. A review of the information provided to the Board would be undertaken to ensure that this remained sufficient for the Board to fulfil its responsibilities in relation to oversight of the University's academic quality and the student experience.

The key dates for the Board in respect of the development of the University's Strategy were provided.

#### **IT WAS RESOLVED**

that the reports be received and endorsed.

#### 18.23 Vice-Chancellor's Update

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

- The Deputy Vice-Chancellor had recently been appointed to the Advance HE Board. This appointment would provide an opportunity to maintain the University's high profile in the sector and enable engagement in discussions regarding the future direction of the HEA Fellowship programme;
- Recruitment for the new role of Deputy Vice-Chancellor (Research and Innovation) was underway. This role would encompass the responsibilities of the Senior Pro Vice-Chancellor (Research) and the Pro Vice-Chancellor (Employer and Economic Engagement);
- The University had performed strongly in some recent league tables. NTU had had risen ten places in the Complete University Guide 2019 and was now the UK's top modern university in this league table. NTU had placed in the top ten for a number of categories in the WhatUni Student Choice Awards which were voted for by students. The University had also been a runner-up for the Widening Access and Outreach category of the Guardian University Awards 2018;
- The provisional outcome of the Destinations of Leavers from Higher Education (DLHE) 2016/17 survey indicated an uplift in the University's Graduate Prospects measure. This was a significant achievement and demonstrated that the University's Success for All project was starting to make a positive impact on attainment;
- The University had not been directly affected by the recent strike action by members of the University and College Union (UCU) in relation to the Universities Superannuation Scheme Pension Scheme dispute. The University had been monitoring the situation as there had been a potential risk associated with external examiner positions at NTU however this issue had not transpired;
- The University was seeking opportunities to drive greater collaboration with the University of Nottingham and a successful meeting had been held between the senior teams;
- The NTSU President and the Deputy Vice-Chancellor would work closely with the incoming NTSU Executive to ensure a smooth transition to the new team. The inclusion of a Postgraduate Officer in the NTSU Executive structure and the appointment of a Confetti student as an NTSU Officer (Gender Officer) were welcomed;
- The Chief Operating Officer and Registrar gave a brief update in relation to the student recruitment position for 2018/19 entry;
- The Chancellor's Dinner was scheduled for 5 July 2018 and invitations would be issued shortly; and
- The incident at Sandby Hall of Residence reported recently in the media had been referred by the Police to the Crown Prosecution Services (CPS). The University had been requested to delay internal disciplinary procedures pending the outcome of the decision of the CPS. It was noted that the University was providing support to all the students involved.

### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.24 Review of Post-18 Education and Funding

The Board received a report (Document E) from the Chief Operating Officer and Registrar and Deputy Vice-Chancellor in relation to the Government's Review of Post-18 Education and Funding. An additional paper was tabled which set out the sixteen questions in the consultation and the basis for the University's responses to each.

The following matters were noted during discussion:

- The Vice-Chancellor had been appointed to the independent review panel established to advise the Government. He had therefore withdrawn from any discussions on the University's response to the review;

*[The remainder of this minute note detailing the University's response to the consultation has been redacted due to its confidential nature.]*

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.25 Deep Dive into Valuing Ideas

The Board received and considered a report (Document F) and presentation from the Senior Pro Vice-Chancellor (Research), the Director of the Research Office and the Head of the NTU Doctoral School. This outlined progress on the actions associated with the Valuing Ideas theme of the University's Strategic Plan.

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

(Ms N Hill left the meeting)

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.26 Estates and Facilities Update

*[Some detail within this minute note has been redacted due to its confidential nature.]*

##### (a) Campus Developments

The Board received a report (Document G) from the Chief Operating Officer and Registrar in relation to campus developments. The following matters were highlighted during discussion:

##### City

- The Strategy, Policy, Finance and Resources Committee had reviewed the proposal in respect of the development of the Guildhall site;

### Clifton

- The University had secured funding from the D2N2 LEP for the development of the Medical Technologies Innovation Facility (MTIF). Planning permission had been secured and OJEU procurement processes were underway. It was anticipated that work on site could commence in the summer; and

### Brackenhurst

- Construction of the Reception and Environment Centre was underway and planning permission had been secured for the Student Accommodation.

The Pro-Chancellor reported that the Strategy, Policy, Finance and Resources Committee had been very supportive of the estates developments, noting the intensive phase of developments and capital investment over the next few years.

### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.27 Capital Financing

The Board received a report (Document H) from the Director of Finance in relation to the proposed approach to capital finance through a Private Placement.

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

#### 18.28 Office for Students

The Board received a report (Document I) from the Chief Operating Officer and Registrar in relation to the regulatory framework issued by the Office for Students (OfS) and the development of the University's application to be on the register for HE providers for the 2019/20 academic year.

- The deadline for the submission of applications to be included on the register of HE providers was 23 May 2018 and the twelve conditions of registration would need to be evidenced;
- The University would be required to submit an Access and Participation Plan and Statement, a Student Protection Plan and Statement, and self-assessments in respect of compliance with Consumer Protection Law and arrangements for Management and Governance. It was considered that the University was well placed to meet these four requirements; and
- A report would be presented to the Board in due course regarding the details of the University's submission to the OfS.

### **IT WAS RESOLVED**

that the report be received and endorsed.



### 18.29 Academic Governance

The Board received a report (Document J) in relation to academic governance matters, including the Student Complaints and Appeals Annual Report 2016/17 (Document J1) and the University Research Degrees Committee Annual Report 2016/17 (Document J2).

These reports were provided as part of the evidence considered by the Board over the course of the academic year to enable the Board to confirm that appropriate and robust academic governance arrangements were in place.

#### **IT WAS RESOLVED**

that the reports be received and endorsed.

### 18.30 Report from the Academic Board

The Board received a report (Document K) from the Academic Board Member in relation to the meeting of the Academic Board held on 18 April 2018.

The Board was advised that student use of lecture capture technology continued to increase significantly, with positive feedback received. An analysis of the usage and availability of the system would be undertaken to understand better how students and staff were using lecture capture.

#### **IT WAS RESOLVED**

that the report be received and endorsed.

### 18.31 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 17 April 2018 (Document L).

The University was making good progress in relation to ensuring compliance with the General Data Protection Regulation (GDPR) and the Committee had endorsed the new framework developed for risk management at the University. It was noted that the Committee had requested that the Director of Finance report to the Committee on the University's financial scenario and stress testing work.

#### (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 17 April 2018 (Document M).

The main focus of the meeting had related to estates developments, including the Guildhall site, and the Private Placement had also been discussed by the Committee.

(c) NTU Development Board

The Board accepted and noted the unconfirmed minutes of the meeting of the NTU Development board held on 28 February 2018 (Document N).

A number of updates had been presented, including reports in relation to the Inspiring Minds fundraising campaign and activities within Development and Alumni Relations at the University. The Development Board had been encouraged by the progress made to date.

18.32 Independent Assurance: HEFCE Assessment of Institutional Risk

The Board noted the letter from HEFCE dated 7 February 2018 (Document O) in relation to HEFCE's annual assessment of institutional risk. The University had achieved the best rating possible.

18.33 Application of the Corporation Seal

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

18.34 Date of Next Meeting

It was noted that the next meeting of the Board of Governors would take place on Tuesday 10 July 2018 at the City campus. This would be preceded by a presentation from the School of Social Sciences, a presentation on HE Policy, led by Lord David Willetts, and dinner on Monday 9 July 2018.

Rebecca Jenkyn, Clerk to the Board  
May 2018