

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**HELD ON 28 NOVEMBER 2017**

Present:

Mr N Goulden (Chair)	Ms K Moore
Mr N Collard	Professor E W Peck
Mr S Denton	Ms A Somal
Mr N Ebbs	Mrs S Walker-Smith
Mr I Ellis	Mr T M Walmsley
Mrs S Fish	Baroness D Warwick
Mrs C Hearn	Mr O Woodley
Mrs L Holder	Mr T Woodman-Clarke
Ms M Longdon	

In Attendance:

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

Apologies for Absence:

Apologies for absence were received from Ms N Hill.

17.32 Welcomes

The Chair welcomed Sue Fish and Sarah Walker-Smith who were both attending their first Board meeting following appointment as Independent Members.

The Chair also welcomed Tim Woodman-Clarke. Tim's appointment as the Professional Services Staff Member was approved by the Board of Governors over the summer period after a vacancy had arisen. Tim would serve the remainder of the current term of office, to November 2018.

Martha Longdon, who had formally taken office as President of Nottingham Trent Students' Union on 1 July 2017, was also welcomed as the appointed student governor.

17.33 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.

17.34 Student Stories

The Board viewed two short films prepared by the School of Arts and Humanities designed to give Governors an insight into students' experiences at the University.

The films featured Alex Hamilton, a former PGD Broadcast Journalism student, and Richard Bromhall, a BA English, MA English Literary Research, and PhD student.

#### 17.35 Minutes of the Previous Meeting

Minutes of the previous meeting held on 12 June 2017 (Document A) were approved and accepted as a true record.

#### 17.36 Board and Committee Memberships

The Chair gave an oral report in relation to the meeting of the Membership and Nominations Committee held on 27 November 2017.

There were no immediate vacancies on the Board of Governors and it was considered that the Board and Committee membership was strong and diverse. However, given the University's investment at the Brackenhurst campus and in its engineering provision, potential candidates for Board membership with land-based or engineering backgrounds were being investigated. Candidates with experience in digital technology would also be considered in due course.

#### **IT WAS AGREED**

that the report be received and endorsed.

#### 17.37 Standing Orders and Committee Terms of Reference

The Board received and considered a report (Document B) in relation to proposed amendments to the University's Standing Orders and Committee Terms of Reference.

A number of minor revisions had been made to the Standing Orders in order to ensure that these remained accurate and up-to-date and incorporated changes made to the University's Quality Handbook.

The proposed amendments to the Terms of Reference for the Remuneration and Employment Policy Committee and the NTU Development Board had been accepted by the respective Committees and were recommended for approval by the Board.

#### **IT WAS AGREED**

that the revised Standing Orders and Committee Terms of Reference be approved and endorsed.

#### 17.38 Chair's Update

The Board received a report (Document C) from the Chair updating members on various initiatives and the following matters were highlighted:

- Members were delighted that Sir John Peace, a strong supporter of the University, had been appointed as the new Chancellor. Sir John would be formally installed as Chancellor at the Graduation ceremony on 8 December 2017;
- Senior staff pay in the HE sector had become a high profile issue over the summer. The Office for Students (OfS) will expect universities to ensure that appropriate and transparent governance processes are in place and that they deliver both fairness and value for money.

The Committee of University Chairs (CUC) had been invited to develop a voluntary code on this matter and the Chair would consult with the Deputy Chair and the Remuneration and Employment Policy Committee when this was available. Subject to the outcome of the consultation process, it was expected that the OfS would adopt the CUC code as part of its regulatory regime.

The Vice-Chancellor was committed to ensuring transparency and fair pay; full details in relation to the Vice-Chancellor's salary and expenses were now published on the University's website. Members suggested that details in relation to Governors' expenses could also be published; and

- The annual Governors' dinners had been scheduled for 19 March 2018 (NTU) and 10 April 2018 (London).

### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 17.39 Vice-Chancellor's Update

Members received 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 noted:

- Professor Mark Biggs had been appointed as the Pro Vice-Chancellor and Head of College (Science and Technology) and would join the University on 1 March 2018;
- Congratulations were recorded to Professor Eunice Simmons, who had received an individual leadership award at the recent Green Gown Awards 2017. This was in recognition of her commitment to environmental science and her determination to turn theory into action by broadening the world view of her students. The University also won an institutional "Employability" award for the project submitted by Nottingham Business School to 'Future-proof Your Career';
- A series of booklets was being prepared as part of the University's "Innovating since 1843" celebrations. The first booklet demonstrated the range of activities undertaken by the University in relation to driving "Social Mobility", and the positive impact achieved. A copy of this was circulated to Governors for information;
- The Government had announced a number of changes to the metrics used for the Teaching Excellence and Student Outcomes Framework (TEF), reducing the weightings in respect of NSS scores, HESA data, and DHLE data. It was noted that the University would next be assessed for the TEF in the 2019/20 academic year;
- The cap on undergraduate Home/EU tuition fees would remain at £9,250 for the 2018/19 academic year. The University was taking steps to mitigate the associated financial impact and also modelling the consequences for future years. Opportunities to drive alternative income streams were also being progressed;
- The Government had recently published its Industrial Strategy and it was considered that this, together with the Midlands Engine and Knowledge Exchange Framework, should form the basis of the 'Golden Thread' briefing on 30 April 2018 when Sir John Peace - Chair of the Midlands Engine - would be

attending the Board dinner. The University's positive developments and partnerships in this arena were highlighted, noting that there were funding opportunities available across a range of initiatives; and

- The Board welcomed the planned review of current policies and procedures in respect of staff student relationships. The Vice-Chancellor and the NTSU President would be writing to all staff and students to confirm that robust investigations would be undertaken into any reports of inappropriate behaviour.

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 17.40 Office for Students

The Board received and considered a report (Document E) in relation to the Government's consultation on the proposed powers and duties of the Office for Students (OfS). The Chief Operating Officer and Registrar outlined the key elements of the consultation, highlighting the following matters:

- The regulatory approach taken by the OfS would differ markedly from that of HEFCE in both content and style, covering a much wider range of HE providers;
- The consultation proposed four key objectives for the OfS relating to access, quality, consumer protection, and value for money of HE provision;
- All providers need to apply to join the OfS Register of HE Providers in April 2018;
- The University would also be seeking to register as an Approved-Fee Cap provider;
- The OfS would become the principal charity regulator for exempt charities, be responsible for the oversight and monitoring of Prevent, and also become the approving body for amendments to universities' Instruments and Articles of Government; and
- The University Executive Team was developing a response to the consultation, seeking both internal and external views as appropriate and this would be shared with the Chair prior to submission by the deadline (22 December 2017).

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 17.41 Creating the University of the Future: Achievements Update

The Board received and considered a report (Document F) from the Vice-Chancellor which provided the annual update on the Achievements (KPIs) that underpin the University's Strategic Plan.

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

#### **IT WAS RESOLVED**

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

## 17.42 Annual Accountability Returns

### (a) Management Letter

The Board received and considered the Management Letter (Document G) from the External Auditors. This had been reviewed in detail by the Audit and Risk Management Committee.

A clean audit opinion had been issued following the audit for the year ended 31 July 2017, with one minor audit adjustment and one low-rated recommendation.

#### **IT WAS RESOLVED**

that the Management Letter be accepted and noted.

### (b) Annual Reports from the Audit and Risk Management Committee

The Board received and considered the Internal Audit Service Annual Report 2016/17 (Document H) and the Audit and Risk Management Committee Annual Report 2016/17 (Document I).

The Chair of the Audit and Risk Management Committee reported that the University's Head of Internal Audit had confirmed his overall opinion that the arrangements for risk management, control, governance and value for money were adequate and effective.

The Audit and Risk Management Committee's Annual Report summarised the work undertaken by the Committee during the year.

#### **IT WAS RESOLVED**

(i) that the Internal Audit Service Annual Report for 2016/17 be accepted and approved; and

(ii) that the Audit and Risk Management Committee Annual Report for 2016/17 be approved for submission to HEFCE.

### (c) Financial Statements 2016/17

The Director of Finance presented Document J, the University and Consolidated Financial Statements for the year ended 31 July 2017 (comprising the consolidated results of Nottingham Trent University and its wholly-owned subsidiary companies).

The Board was informed that the Financial Statements had been reviewed in detail by the Audit and Risk Management Committee at its meeting held on 7 November 2017.

The University continued to deliver a strong financial performance.

Pension scheme liabilities were incorporated into the balance sheet although did not impact adversely the University's cash position.

The University would provide a Letter of Representation to the External Auditors and Letters of Support for any loss-making subsidiaries.

### **IT WAS RESOLVED**

- (i) that the report and recommendations from the Audit and Risk Management Committee regarding the Financial Statements be accepted and noted;
  - (ii) that the University and Consolidated Financial Statements of Nottingham Trent University for the year ended 31 July 2017, as presented to the Board, be approved;
  - (iii) that the Chair of the Board of Governors and the Vice-Chancellor be authorised to sign the documentation as required for submission to HEFCE by the due date;
  - (iv) that a Letter of Representation be issued to the External Auditors; and
  - (v) that Letters of Support be issued for any loss-making subsidiaries.
- (d) Academic Governance

The Board received a report (Document K) regarding the relationship between the Board of Governors and the Academic Board and the arrangements in place to ensure effective governance.

A summary of the assurance statements relating to governing body oversight of the quality of the University's higher education provision was set out in the report, together with information which demonstrated how each area had been addressed at the University and previously reported to the Board.

The Academic Board, chaired by the Vice-Chancellor, had reviewed the Standards, Quality and Enhancement Annual Report and Action Plan, and had agreed that the University's academic governance arrangements were appropriate and robust.

### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
  - (ii) that the Vice-Chancellor be authorised to sign the relevant declaration in the HEFCE Annual Assurance Return relating to the University's quality assurance and enhancement system in 2016/17 which resulted in the maintenance of academic standards and continuous improvement of the student academic experience.
- (e) Annual Assurance Return

The Board received and considered the Annual Assurance Return (Document L). This return was required to be submitted to HEFCE by 1 December 2017 as part of the annual accountability process.

The Board confirmed approval of the statements therein.

### **IT WAS RESOLVED**

that the Vice-Chancellor be authorised to sign the Annual Assurance Return as set out in Document L and that the Return be processed accordingly.

(f) Prevent Duty

The Board received a report (Document M) from the Chief Operating Officer and Registrar outlining the work undertaken by the University in ensuring compliance with the statutory duties under the Counter-Terrorism and Security Act 2015.

The Board of Governors was required to confirm a declaration in the Annual Report due to be submitted to HEFCE by 1 December 2017 that the University had demonstrated 'due regard' to the Prevent Duty. The Audit and Risk Management Committee had oversight of Prevent matters on behalf of the Board and recommended that the Board could be assured that the Prevent Duty was being met fully.

Online training on Prevent had been implemented for staff on a tiered approach, with high levels of completion achieved across the institution.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the standard declaration for the annual report to HEFCE in relation to Prevent Duty, as set out in Document M, be approved for signature by the Chair of the Board.

(g) Modern Slavery Statement

Members received a report (Document N) from the Clerk to the Board in relation to the duty to report the steps taken to ensure that the University's operations and supply chains were both human trafficking and slavery free in accordance with the requirements of the Modern Slavery Act 2015.

The Chair of the Board was required to sign a Slavery and Human Trafficking Statement annually which would then be published on the University's website.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the Modern Slavery Statement, as set out in Document N, be approved for signature by the Chair of the Board, and published thereafter on the University's website.

17.43 Estates and Facilities Update

The Board received a report (Document O) from the Chief Operating Officer and Registrar in relation to campus developments, including a business case for engineering facilities at the Clifton campus.

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

The following matters were raised or noted during discussion:

## Clifton

- The introduction of engineering provision at the University was approved by the Board in November 2015. A business case for the development of engineering facilities, including the establishment of an Institute of Industrial Digitalisation, Robotics and Automation (IIDRA), to support this provision had been considered by the Strategy, Policy, Finance and Resources Committee and was recommended for approval by the Board;
- A detailed analysis of the market for engineering provision had been undertaken and this was set out in the business case, together with the financial rationale and sensitivity analysis;
- Given the track record of achieving recruitment and financial targets, together with the strong branding and attractive location, employability initiatives and personalisation, it was considered that the University should be confident in continuing to invest in facilities and resources to deliver the ambitions set out in the Strategic Plan. Capital schemes would be subject to robust analysis to ensure value for money was achieved. A report in relation to scenario planning was targeted for presentation to the next meeting of the Strategy, Policy, Finance and Resources Committee and thereafter the Board.

### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the business case for the development of the engineering facilities, including the establishment of an Institute of Industrial Digitalisation, Robotics and Automation, be approved and endorsed.

#### 17.44 Redacted Item

#### 17.45 Nottingham Trent Students' Union

##### (a) Relationship Agreement

The Board received a report (Document Q) which set out the proposed Relationship Agreement between the University and Nottingham Trent Students' Union (NTSU). This had been reviewed by the Strategy, Policy, Finance and Resources Committee and was recommended for approval by the Board. The Relationship Agreement contained a minor revision proposed to strengthen the provisions concerning the dismissal of the Chief Executive to ensure University involvement in this process.

### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
  - (ii) that the Relationship Agreement between Nottingham Trent University and Nottingham Trent Students' Union be approved.
- (b) Financial Statements 2016/17

The Board received and considered the Financial Statements for the year ended 31 July 2017 of Nottingham Trent Students' Union (Document R).



The Financial Statements, together with the Management Letter from the External Auditors appointed by NTSU, had been reviewed by the Audit and Risk Management Committee.

**IT WAS RESOLVED**

that the financial statements of Nottingham Trent Students' Union for the year ended 31 July 2017 be accepted and noted.

(c) NTSU Oversight

The Clerk to the Board presented a report (Document S) which confirmed that, during the year ended 31 July 2017, the University had complied with its responsibilities for oversight of the activities of NTSU in accordance with the provisions of The Education Act 1994 (section 22).

**IT WAS RESOLVED**

that the report be received and endorsed.

17.46 Whistle-blowing (Public Interest Disclosure) Policy

The Board received a report (Document T) from the Clerk to the Board in relation to proposed revisions to the University's Whistle-blowing Policy.

The Policy had been updated to incorporate provisions for the involvement of the Chair of the Board of Governors within the process. Involvement of the Chair of the Audit and Risk Management Committee within the appeal process had been retained.

The revised Policy had been reviewed by the Audit and Risk Management Committee and was recommended for approval by the Board.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the revised Whistle-Blowing Policy be approved.

17.47 Report from the Academic Board

The Board received a report (Document U) from the Academic Board Member in relation to the meeting of the Academic Board held on 16 November 2017.

Significant activity continued across the academy in relation to the Curriculum Refresh project. The roll-out of electronic lecture capture across the University had received positive feedback from students and an internal process had been established to consider requests from staff to opt-out of the use of lecture capture in exceptional circumstances.

The increased focus on mental health and wellbeing support was welcomed given the higher demand on services in this regard.

The Student Representatives had reported a significant increase in the number of Academic Representatives elected using the online nominations process. Good engagement with the student representatives was also noted.

## **IT WAS RESOLVED**

that the report be received and endorsed.

### 17.48 Business from Standing Committees

#### (a) Audit and Risk Management Committee

- (i) Minutes of the meeting of the Audit and Risk Management Committee held on 12 June 2017 (Document V1) were accepted and noted, the Board having received a detailed oral report at its previous meeting.
- (ii) The Board accepted and noted the unconfirmed minutes of the meeting of the Audit and Risk Management Committee held on 7 November 2017 (Document V2).

The Committee had undertaken the annual review of the provision and performance of the External Auditors and recommended that KPMG be re-appointed for the provision of external audit services for the year March 2018 to March 2019.

A report had also been presented to the Committee in relation to the University's compliance with the General Data Protection Regulation (GDPR). The University was required to nominate a Data Protection Officer and the Committee had agreed to recommend to the Board that the role be undertaken by the Head of Governance and Legal Services/Clerk to the Board of Governors.

## **IT WAS RESOLVED**

- (i) that the recommendation to re-appoint KPMG for the provision of external audit services until March 2019 be approved and endorsed; and
- (ii) that the recommendation to appoint the Head of Governance and Legal Services/Clerk to the Board of Governors as the University's Data Protection Officer be approved and endorsed.

#### (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 7 November 2017 (Document W).

The Chair reported that all significant business considered by the Committee had been reported earlier in the meeting.

#### (c) Remuneration and Employment Policy Committee

- (i) The Board accepted and noted the unconfirmed minutes of the meeting of the Remuneration and Employment Policy Committee held on 3 October 2017 (Document X).

The Chair reminded the Board of the importance of ensuring confidentiality was maintained in relation to the personal details contained within the unconfirmed minutes.

- (ii) The Board received an oral report from the Chair in relation to the extraordinary meeting of the Remuneration and Employment Policy Committee held on 27 November 2017. The main topics of discussion related to senior staff pensions.

**IT WAS RESOLVED**

that the report be accepted and endorsed, pending submission of the minutes to the next meeting of the Board.

- (d) NTU Development Board

The Board accepted and noted the unconfirmed minutes (Document Y) of the meeting of the NTU Development Board held on 11 October 2017. The Chair highlighted that the Chancellor, Sir John Peace, would be leading the University's philanthropic campaign.

17.49 Application of the Corporation Seal

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

17.50 Any Other Business

- (a) Meeting Papers

The Board requested that consideration be given to the volume and length of meeting papers, noting that a concise summary of the issues and matters for approval would be beneficial.

- (b) Format of Board Meetings

The Chair invited feedback from members on the new scheduling format for the meetings of the Board of Governors.

- (c) Away Day for the Board of Governors

The Chair reported that the end of the third year into the University's five-year Strategic Plan was an appropriate time to review and refresh the Strategy prior to the development of the next Strategic Plan. An away day to discuss this further would be scheduled for the Board of Governors in September 2018.

- (d) Chair's Closing Remarks

The Chair recorded thanks to the Vice-Chancellor, the University Executive Team, and colleagues for a successful year.

17.51 Date of Next Meeting

It was noted that the next meeting of the Board of Governors would take place on Tuesday 6 February 2018 at the Brackenhurst campus. This would be preceded by a School Presentation, Board Briefing and Dinner on Monday 5 February 2018.

Rebecca Jenkyn, Clerk to the Board  
November 2017