

NOTTINGHAM TRENT UNIVERSITY

MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
HELD ON 6 FEBRUARY 2018

Present

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

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
Mr D Eade, Director of Employability and Enterprise, for minute reference 18.07
Mrs F Miller, Head of Apprenticeships and UK Partnerships, for minute reference 18.07

Apologies for Absence

Apologies for absence were received from Mr I Ellis.

18.01 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.

18.02 Student Stories

The Board viewed a short film prepared by the School of Animal, Rural and Environmental Sciences designed to give Governors an insight into students' experiences at the University.

18.03 Minutes

(a) Minutes of the Previous Meeting

Minutes of the previous meeting held on 28 November 2017 (Document A) were approved and accepted as a true record.

(b) Matters Arising

Minute Reference 17.38: Chair's Update

The Chair reported that the Remuneration and Employment Policy Committee had discussed the suggestion raised at the previous Board meeting that governors' expenses be published on the University's website.

It was suggested that a proposed format for publication of the information be prepared for review at the next meeting of the Board. This would be on the basis of an aggregated annual total with an average attributable to each Governor. In addition to expenses, information would also be included to articulate clearly the role of governors emphasising that the role was unremunerated.

Minute Reference 17.42: Annual Accountability Returns

The actions associated with the Management Letter, Annual Reports, Financial Statements and Annual Assurance Return had been progressed as required.

Redacted Item

Minute Reference 17.50(c): Away Day for the Board of Governors

The Away Day had been scheduled for 4 September 2018 and further details on location and format for the day would follow in due course.

18.04 Board and Committee Memberships

The Chair reported that Catherine Hearn had stepped down from membership of the Board of Governors on 7 December 2017. Members recorded thanks to Catherine for her contributions to the work of the Board.

The Membership and Nominations Committee had approved the appointment of Diana Warwick as Deputy Chair of the Remuneration and Employment Policy Committee with effect from 24 January 2018. Diana had therefore stepped down from membership of the Strategy, Policy, Finance and Resources Committee.

The Board was advised that a recruitment process was currently underway in relation to the appointment of new governors, with a view to recommendations being submitted for consideration at the Board meeting on 10 July 2018. The key focus was to ensure that the Board retained a strong and diverse membership.

IT WAS RESOLVED

that the report be received and endorsed.

18.05 Chair's Update

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

CUC HE Remuneration Code

- The Remuneration and Employment Policy Committee had considered a report in relation to the Draft HE Remuneration Code ("the Code") published by the Committee of University Chairs (CUC). This had included observations from the Chair and those members of the University Executive Team with experience in HE governance and remuneration matters;
- Whilst the Code was intended to be voluntary, it was anticipated that the Office for Students (OfS) would adopt the Code which would then form part of its regulatory framework;

- The Committee had considered that the Code as currently drafted required greater clarity, including clear minimum standards which could be measured. The inclusion of the student voice on remuneration committees was also considered to be important;
- A response to the consultation process would be finalised for submission by the Chair by the due date (12 March 2018) and this would be shared with the Board;
- A review of the finalised Code would be undertaken by the Chair and Clerk to the Board to ensure compliance. It was anticipated that the University would exceed the requirements of the Code;

Governance Effectiveness Review

- Following an interview process with three potential firms, the Leadership Foundation for Higher Education (LFHE), now part of the newly formed Advance HE sector agency, had been selected to undertake the Governance Effectiveness Review;
- The LFHE would issue an online survey to Governors and other meeting attendees, conduct individual interviews, and observe the next meetings of the Board, the Audit and Risk Management Committee, and the Strategy, Policy, Finance and Resources Committee. The findings of the review - with recommendations - would be reported at the July 2018 meeting of the Board;

Board and Committee Meetings 2018/19

- The proposed schedule for meetings during the 2018/19 academic year were set out in Appendix 1 of the report. Members were invited to contact the Clerk with any comments or queries; and
- The Chair advised that members would have an opportunity to provide feedback on the revised format of the Board meetings during the Governance Effectiveness Review process.

IT WAS RESOLVED

- (i) that the report be received and endorsed;
- (ii) that the Chair's response to the consultation on the CUC HE Remuneration Code be shared with the Board;
- (iii) that the appointment of the Leadership Foundation for Higher Education as the external facilitators for the Governance Effectiveness Review be noted; and
- (iv) that the meeting dates for the 2018/19 academic year be noted.

18.06 Vice-Chancellor's Update

Members received a report (Document C) from the Vice-Chancellor updating the Board on issues of strategic importance and sharing some recent successes. The following matters were noted:

- The Vice-Chancellor would be giving evidence to the Education Select Committee on 21 February 2018;

- A new sector agency “Advance HE” would be created through the merger of the Equality Challenge Unit (ECU), the Higher Education Academy (HEA) and the Leadership Foundation for Higher Education (LFHE). Advance HE would be operational from 1 August 2018;
- The University had submitted a response to the HEFCE consultation on the development of a new Knowledge Exchange Framework (KEF) metrics system;
- The TEF lead at the Department for Education, Iain Mansfield, had visited the University recently; and
- The University continued to work with key partners, including Nottingham City Council and Nottinghamshire County Council, in relation to driving economic developments in the region. The Vice-Chancellor was currently a member of three boards at differing political levels and was working with the Vice-Chancellors at both the University of Nottingham and the University of Derby to ensure HE representation at relevant fora. It was proposed that “Economic Development” be the topic of the Golden Thread briefing scheduled for 30 April 2018.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that “Economic Development” be the topic for the Golden Thread briefing to the Board of Governors on 30 April 2018.

18.07 Deep Dive into Creating Opportunity

The Board received and considered a report (Document D) and presentation from the Deputy Vice-Chancellor, the Director of Employability and Enterprise, and the Head of Apprenticeships and UK Partnerships. This outlined progress on the actions associated with the Creating Opportunity theme of the University’s Strategic Plan.

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

IT WAS RESOLVED

that the report be received and endorsed.

18.08 Estates and Facilities Update

(a) Campus Developments

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

The Board received a report (Document E1) from the Chief Operating Officer and Registrar in relation to campus developments. The following matters were highlighted during discussion:

Confetti

- Construction works in respect of the new facilities at Confetti had commenced. The facilities were due to be completed for the start of the 2018/19 academic year;

City

- The refurbishment of the University Hall was progressing well;

Brackenhurst

- Construction of the Reception and Environment Centre would commence shortly;
- The new student accommodation was targeted for delivery in three phases, with the first phase scheduled to be available for September 2019;

Clifton

- Site clearance works had now commenced in respect of the facilities to support the new engineering courses;

Capital Plan

- The University was considered to be in good financial health, generating a solid surplus to support future developments and investment.

IT WAS RESOLVED

that the report be received and endorsed.

(b) Enabling Growth and the City Campus

The Board received a report (Document E2) from the Chief Operating Officer and Registrar which set out the rationale for major developments at the City campus.

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

IT WAS RESOLVED

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

18.09 Financial Update

The Board received a report (Document F) from the Director of Finance which provided an update on the current financial position.

The University was forecasting to achieve its target for operating surplus and would review the contingency sum held in the budget to determine whether this should be released.

IT WAS RESOLVED

that the report be received and endorsed.

18.10 Nottingham Trent Students' Union

The Board received a report (Document G) which set out the revised Memorandum and Articles of Association of Nottingham Trent Student Union (NTSU). This had been reviewed by the Strategy, Policy, Finance and Resources Committee and was recommended for approval by the Board.

The proposed amendments related to adopting gender neutral language, clarifying that part-time student staff could be nominated for Trustee positions, aligning the terms of office for the External and University-Appointed Trustees, and amending the NTSU Officer Structure to adopt Charity Commission guidelines on the size of the Board.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Memorandum and Articles of Association of Nottingham Trent Students' Union be approved.

18.11 Academic Governance

The Board received a report (Document H) which included an addendum to the NTU Standards, Quality and Enhancement Annual Report 2016/17 endorsed at the previous meeting of the Board. The addendum (Appendix 4) reflected the consideration of module failure and postgraduate progression and achievement data which were not available for the previous meeting, together with the additional associated actions within the Action Plan.

The report provided assurance to the Board that appropriate and robust academic governance arrangements were in place.

IT WAS RESOLVED

that the report be received and endorsed.

18.12 Report from the Academic Board

The Board received a report (Document I) from the Academic Board Member in relation to the meeting of the Academic Board held on 25 January 2018.

The Head of Libraries and Learning Resources (LLR) had given an excellent presentation which demonstrated the level of activity and student engagement in the libraries, and provided feedback from a recent LLR survey of staff and students.

The Board was advised that attendance at Academic Board was high, with positive engagement from school and professional services representatives.

IT WAS RESOLVED

that the report be received and endorsed.

18.13 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 23 January 2018 (Document J).

(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 23 January 2018 (Document K). All significant business considered by the Committee had been reported earlier in the meeting.

It was highlighted that the report presented to the Committee in relation to student recruitment had provided useful context for the discussions relating to estates developments.

The Board discussed the importance of demonstrating value for money to students. A detailed analysis which illustrated how the University spent the £9,250 fee was being prepared by a group of graduate interns/placement students working in the Finance and Marketing Departments. This would be shared with the Board in due course.

(c) Remuneration and Employment Policy Committee

The Board received an oral report from the Deputy Chair in relation to the meeting of the Remuneration and Employment Policy Committee held on 5 February 2018.

In addition to the CUC Draft HE Remuneration Code, the Board was advised that the Committee had received reports in relation to Gender Pay Reporting, Organisational Development, and Workforce Data.

18.14 Office for Students

The Board received and noted a report (Document L) from the Chief Operating Officer and Registrar in relation to the University's response to the consultation on the proposed regulatory approach for the Office for Students (OfS).

It was highlighted that the introduction of the OfS would bring significant changes to HE regulation in England and be markedly different to HEFCE. The new regulator would have an explicit statutory duty to promote student choice, value for money, and encourage new providers to enter the market. The OfS would have greater powers of intervention and the authority to apply sanctions to underperforming providers.

All HE providers in England were required to register with the OfS. The University would need to submit an application for registration by April and the outcome was expected to be announced in September 2018. The University was satisfied that it could meet the initial and ongoing conditions of registration.

18.15 Application of the Corporation Seal

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

18.16 Date of Next Meeting

It was noted that the next meeting of the Board of Governors would take place on Tuesday 1 May 2018 at the Clifton campus. This would be preceded by a presentation from Nottingham Business School, a presentation on Economic Development and Dinner with the University's Chancellor, Sir John Peace, on Monday 30 April 2018.

Rebecca Jenkyn, Clerk to the Board
February 2018