

NOTTINGHAM TRENT UNIVERSITY
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
HELD ON 14 MAY 2019

Present

Mr N Goulden, Pro-Chancellor (Chair)	Mr G Love
Ms N Hill, Deputy Pro-Chancellor (Deputy Chair)	Mr J Maier
Ms C Brown	Miss J Nelson
Mr N Collard	Ms K Moore
Mr S Denton	Professor E W Peck
Mr N Ebbs	Ms A Somal
Mr I Ellis	Mr T M Walmsley
Mrs S Fish	Baroness D Warwick
Mr B Fox	Mr D Williams
Mrs L Holder	Mr O Woodley

In Attendance

Mrs R C Jenkyn, Clerk to the Board of Governors
Professor E Simmons, Deputy Vice-Chancellor (Academic and Student Affairs)
Professor N Wright, Deputy Vice-Chancellor (Research and Innovation)
Miss J A Clews, Governance Services Manager (Minute Secretary)
Mrs J Billam, Director of Human Resources, for minute references 19.25 and 19.26
Mr J A Lacey, Director of Finance, for minute reference 19.29

Apologies for Absence

Apologies for absence were received from Mrs S Walker-Smith.

19.20 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.

The Vice-Chancellor noted that as a member of the Review Panel he could not participate in any discussions in relation to the potential outcomes of the Review of Post-18 Education and Funding.

Claire Brown noted that she had been involved in the production of the Empowering People and Staff Survey reports (minute references 19.25 and 19.26).

19.21 Minutes

(a) Minutes of the Previous Meeting

Minutes of the previous meeting held on 12 February 2019 (Document A) were approved and accepted as a true record.

(b) Matters Arising

The Board received a report (Document B) in relation to matters arising from its previous meeting. The Vice-Chancellor would provide an update in relation to the use of unconditional offers within his report (minute reference 19.23). Unconditional offers would also be a substantive agenda item at the next meeting of the Board in July.

19.22 Pro-Chancellor's Update

The Board received a report (Document C) from the Pro-Chancellor updating members on a number of matters, including discussions held at the Membership and Nominations Committee on 13 May 2019. The following matters were noted:

Membership Matters

- The Pro-Chancellor was due to complete his current term of office on 12 June 2019;

(The Deputy Pro-Chancellor took the chair and the Pro-Chancellor withdrew from the meeting.)

- The Chair of the Audit and Risk Management Committee reported on the discussion held at the Membership and Nominations Committee the previous day. Whilst recognising that its meeting had not been quorate upon the withdrawal of the Pro-Chancellor, and that the re-appointment of the Pro-Chancellor was a Board decision, it had been considered important for the matter to be discussed by the Committee. Members present had agreed a recommendation to the Board that the Pro-Chancellor should be re-appointed for a further term of three years to 31 July 2022. This recommendation was approved by the Board;

(The Pro-Chancellor re-joined the meeting.)

- Mike Walmsley would retire from the Board after the July meeting, having completed nine years' service as a Governor following an initial term as a co-opted member of the Audit and Risk Management Committee;
- Nicky Hill's current term of office was due to expire shortly and, owing to conflicting time pressures, she would be stepping down from membership of the Board of Governors. Nicky had completed nine years' service, having initially joined the Remuneration and Employment Policy as a co-opted member before becoming a Governor seven years ago. Nicky would retain her existing roles on the Board until the end of the current academic cycle, i.e. 31 July 2019;
- Amerdeep Somal would also be stepping down from the Board at the end of her current term of office on 31 July 2019, having served four years as a Governor;
- Upon the above retirements, vacancies would arise in the independent membership category of the Board of Governors. It was recommended that the three external governors currently within the co-opted category of Board membership (Juergen Maier, Jennie Nelson and David Williams) be transferred to the independent category of membership with effect from 1 August 2019 (at which time a new three-year term of office for each member would commence);

- The following recommendations were made in relation to appointments to chair or deputy chair roles with effect from 1 August 2019:
 - Diana Warwick be appointed as the Deputy Pro-Chancellor for a term of three years to July 2022. Diana to also be appointed as Chair of the Remuneration Committee, and in this capacity to the Membership and Nominations Committee;
 - Owen Woodley be appointed as Chair of the Employment Policy Committee and in this capacity to the Membership and Nominations Committee;
 - David Williams be appointed as Deputy Chair of the Employment Policy Committee;
 - Nick Collard be appointed as Deputy Chair of the Strategy, Policy, Finance and Resources Committee;
- The Board welcomed the news that Kathie Moore had deferred her planned retirement from her role as Dean of the School of Social Sciences. Kathie's term of office as the Academic Board Member on the Board was due to expire on 31 August 2019, with an election process to seek a successor scheduled in the autumn. The Board endorsed the recommendation that Kathie's appointment as the Academic Board Member on the Board of Governors be extended to 30 November 2019;
- Melvin Kenyon was due to complete his first term of office as a co-opted member of the Audit and Risk Management Committee on 31 May 2019. In accordance with its delegated authority, the Membership and Nominations Committee had approved the extension of his tenure for a second term;
- The Board congratulated Bradley Fox who had been elected for a second term as President of Nottingham Trent Students' Union. His term of office as the Student Member on the Board of Governors was therefore extended to 30 June 2020;
- Review meetings with members whose terms of office were due to expire in the next meetings cycle would be arranged with the Pro-Chancellor;
- Noting that the tenure of several Governors was due to expire in 2023, the Membership and Nominations Committee would consider whether alternative arrangements in respect of re-appointment periods may be appropriate in order to phase tenure expiry dates;
- The Committee continued to explore opportunities to recruit new Board members with expertise in the fields of rural/agriculture and clinical/health. Initial discussions were also underway in respect of a potential candidate in the regulatory sector;
- The Vice-Chancellor was working with colleagues to identify potential candidates amongst the University's alumni community who could fulfil the HR specialism role on the Employment Policy Committee. The Vice-Chancellor would be meeting one individual shortly and, subject to the outcome of the discussions, meetings would be arranged with the Pro-Chancellor and the incoming chair of the Employment Policy Committee;
- The Board noted the gender and diversity challenges in the membership of the Audit and Risk Management Committee, the Strategy, Policy, Finance and

Resources Committee and the Membership and Nominations Committee. This matter would be monitored closely during the process to recruit new members;

General Update

- The Pro-Chancellor requested that Governors either contact him, the Vice-Chancellor or the Clerk to the Board of Governors if they were approached directly to comment on any matters relating to the University or sector developments. As representatives of the University, it was considered important to provide opportunity for collective discussion of responses to such approaches; and
- The Vice-Chancellor updated the Board on the recent publication of data by the University and College Union (UCU) in relation to a survey it had conducted amongst its members at the University.

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 be approved and endorsed.

19.23 Vice-Chancellor's Update

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

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

- In addition to being named The Guardian University of the Year 2019, the University had won the Course and Curriculum Design Award for its SCALE-Up approach. This was commended for reducing significantly gaps in attainment between different groups of students. It was noted that a project was also being undertaken by the NTSU Vice-President Education in respect of the BME Attainment Gap;
- The University was proactively seeking to increase the diversity of its employee base. A number of initiatives were in place where BME students could connect with role models who were from a similar background, e.g. alumni fellows. Data provided through the University's Success for All project are being used to identify where disadvantage may lie across all student categories and to seek opportunities to address this;
- A robust plan had been in place to communicate the University's success in the Guardian University Awards to all colleagues, highlighting that this had been a collective achievement;
- Governors congratulated the Vice-Chancellor on his election to the Board of Universities UK (UUK);
- The University had been awarded an Institutional Athena SWAN Bronze Award. Several departments were now planning to develop submissions for a departmental level award;

- The Chief Operating Officer and Registrar provided an update on undergraduate student recruitment for 2019/20 entry, noting that the position in respect of applications and acceptances was expected to remain fairly static from this point onwards in the recruitment cycle until results became available. The University was now developing its strategies for confirmation and clearing;
- External legal opinion obtained by the University had confirmed that its use of unconditional offers did not contravene consumer protection law. The University did not place pressure on students to accept such offers and they had been used to encourage strong academic performers to study at NTU. The Pro-Chancellor and the Vice-Chancellor had issued a joint response to the Secretary of State. The Board endorsed the approach taken;
- An update was provided on the annual pay negotiations. Trade unions were due to consult members shortly in relation to the final offer of 1.85% made by the Universities and Colleges Employers' Association (UCEA);
- The report from the Review of Post 18 Education and Funding was expected to be published in early June.

IT WAS RESOLVED

that the report be received and endorsed.

19.24 Nottingham Trent Students' Union President's Update

The Board received a report (Document E) from the President of Nottingham Trent Students' Union (NTSU) on academic matters and the wider student experience. The following matters were highlighted:

- By-elections were currently underway for four part-time NTSU officer roles for 2019/20. Engagement in the election process was noted to be high;
- NUS reforms had been debated at the recent NUS Conference. All NTSU delegates had voted in favour of these; and
- The President was hosting a strategy event in the Newton building following the Board meeting.

IT WAS RESOLVED

that the report be received and endorsed.

19.25 Creating the University of the Future: Deep Dive into Empowering People

The Board received and considered a report (Document F) and presentation from the Director of Human Resources. Progress on the actions associated with the Empowering People theme of the University's Strategic Plan was outlined.

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

IT WAS RESOLVED

that the report be received and endorsed.

19.26 Staff Survey Action Plan

The Board received and considered a report (Document G) and presentation from the Director of Human Resources in relation to the Action Plan developed following the University-wide staff survey.

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

IT WAS RESOLVED

that the report be received and endorsed.

19.27 Research Excellence Framework (REF2021)

The Board received a report (Document H) from the Deputy Vice-Chancellor (Research and Innovation) in relation to the University's preparations for REF2021.

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

The following matters were highlighted:

- The primary focus of the REF was to allocate research funding to universities. The outcomes of REF2021 would also determine the University's position in research rankings, as well as informing a number of league table positions, for at least six years;
- The University continued to develop its research and invest strategically to ensure that research outcomes were impactful;
- The final submission was required to be submitted to Research England in November 2020, with the outcomes expected to be published in December 2021.

The Board thanked the Deputy Vice-Chancellor (Research and Innovation) for his clear and informative report.

IT WAS RESOLVED

that the report be received and endorsed.

19.28 Estates and Facilities Update

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

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

- An update was provided on the latest position regarding the structural issues on the Lyth building at the Brackenhurst campus;
- The business case for the Enterprise and Innovation Centre (EIC) had been approved by the Board in November 2018. The Vice-Chancellor would liaise with the Executive Dean for Enterprise in order for him to connect with local

members as appropriate to discuss ideas for engaging local businesses in the EIC.

IT WAS RESOLVED

that the report be received and endorsed.

19.29 Office for Students: Sector Financial Health

The Board received a report (Document J) from the Director of Finance in relation to a report from the Office for Students (OfS) in respect of "Financial Sustainability of higher education providers in England". The following matters were highlighted during discussion:

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

- The report was based on the 2017/18 financial statements. Given the financial uncertainty in the sector, a significant variation in the assumptions used by providers had been noted; and
- The OfS had raised concern that the sector was generally forecasting growth in student numbers and income against a declining demographic in respect of 18-year olds in the UK.

IT WAS RESOLVED

that the report be received and endorsed.

19.30 Prevent Monitoring

The Board noted the letter (Document K) received from the Office for Students dated 15 April 2019 in respect of its assessment of the University's compliance with the Prevent Duty. The University had achieved the best rating possible.

19.31 Academic Governance and Assurance

(a) Report from the Academic Board

The Board received a report (Document L) from the Academic Board Member in relation to the meeting of the Academic Board held on 3 April 2019.

In addition to the items noted within the report, the Academic Board had been advised that the process for the election of academic representatives for the forthcoming three-year term had been completed. The Board was advised that changes implemented over recent years to drive engagement of members had worked well. Elected representatives on the Academic Board now gathered the views of colleagues on the topics due to be discussed in order to inform discussions and/or enable specific matters to be raised at the meetings. Views of students were also presented via the NTSU representatives on the Academic Board.

The new award designation of Professional Doctorate by Established Work had also been endorsed as this provided an alternative route for staff to seek promotion.

IT WAS RESOLVED

that the report be received and endorsed.

(b) Annual Reports 2017/18

The Board received a report (Document M) in relation to the annual reports for 2017/18 relating to: Notification of Exceptional Circumstances (Document M1); Appeals (Document M2); and Complaints (Document M3). These were presented to the Board to provide assurance that appropriate and robust academic arrangements were in place. The following matters were highlighted:

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

- The University's student complaints and appeals processes and procedures were subject to external scrutiny by the Office of the Independent Adjudicator for Higher Education (OIA); and
- The NEC and Complaints policies and procedures were currently under review by the Academic Registrar to determine whether process changes were required.

IT WAS RESOLVED

that the report, incorporating the Notification of Exceptional Circumstances Annual Report 2017/18, the Appeals Annual Report 2017/18 and the Complaints Annual Report 2017/18, be received and endorsed.

19.32 Business from Standing Committees

(a) Audit and Risk Management Committee

The Board noted the draft minutes of the meeting of the Audit and Risk Management Committee held on 2 April 2019 (Document N).

The Chair of the Audit and Risk Management Committee noted that the reporting process to ensure appropriate oversight of risk management by the Committee continued to be developed.

(b) Strategy, Policy, Finance and Resources Committee

The Board noted the unconfirmed minutes of the meeting of the Strategy, Policy, Finance and Resources Committee held on 2 April 2019 (Document O).

(c) Employment Policy Committee

The Board noted the unconfirmed minutes of the meeting of the Employment Policy Committee held on 11 February 2019 (Document P). A verbal update on the meeting had been provided by the Pro-Chancellor at the February meeting of the Board.

19.33 Application of the Corporation Seal

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

19.34 Any Other Business

Nottingham City Council: The Vice-Chancellor reported that David Mellen had been appointed as leader of Nottingham City Council, having succeeded Jon Collins who had retired after serving 16 years in the role.

19.35 Date of Next Meeting

It was noted that the next meeting of the Board of Governors would take place on Tuesday 9 July 2019 at the Brackenhurst campus. This would be preceded by presentations and dinner on Monday 8 July 2019.

Rebecca Jenkyn, Clerk to the Board
May 2019