

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**HELD ON 27 NOVEMBER 2018**

Present

Mr N Goulden, Pro-Chancellor (Chair)	Mr G Love
Mr N Collard	Ms K Moore
Mr S Denton	Professor E W Peck
Mr N Ebbs	Mrs S Walker-Smith
Mr I Ellis	Mr T M Walmsley
Mrs S Fish	Baroness D Warwick
Mr B Fox	Mr O Woodley
Mrs L Holder	

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)  
Mr J A Lacey, Director of Finance, for minute references 18.63 onwards

Apologies for Absence

Apologies for absence were received from Ms N Hill, Ms A Somal and Mr D Williams.

18.53 Welcomes

The Pro-Chancellor welcomed Geoff Love who was attending his first formal meeting of the Board of Governors following his appointment as an Independent Member.

The Pro-Chancellor reported that Tim Woodman-Clarke had left the University and consequently his role as the Professional Services Member on the Board of Governors had now ceased.

18.54 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.

18.55 "NTU's Good, NTU's Proud"

The Board viewed a short film arranged, performed and recorded by Confetti students which had been shared with colleagues at the Strategy Conference held in September.

#### 18.56 Student Story

The Board viewed a short film prepared by the School of Social Sciences designed to give Governors an insight into students' experiences across a range of social sciences subjects.

#### 18.57 Minutes

##### (a) Minutes of the Previous Meeting

Minutes of the previous meeting held on 10 July 2018 (Document A) were approved and accepted as a true record.

##### (b) Matters Arising

All action points had been progressed and resolved.

#### 18.58 Pro-Chancellor's Update and Membership Matters

The Board received and considered a report (Document B) from the Pro-Chancellor, together with an update in relation to discussions held at the meeting of the Membership and Nominations Committee on 26 November 2018. The following matters were reported:

##### Membership Matters

- Juergen Maier, Chief Executive of Siemens, was recommended by the Membership and Nominations Committee for appointment as a Co-opted Member of the Board of Governors for an initial term of three years with effect from 1 January 2019. It was reported that Juergen had expertise in the fields of enterprise, leadership and engineering and was also an alumnus of the University. Juergen would be invited to serve as a member of the Strategy, Policy, Finance and Resources Committee. Juergen would transfer to the category of Independent Governor membership as and when a vacancy arose;
- Jennie Nelson, a qualified accountant and management consultant recently of Thomson Reuters who had significant experience in strategy and transformation, was also 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 January 2019. Jennie would be invited to serve as a member of the Audit and Risk Management Committee. Jennie would transfer to the category of Independent Governor membership as and when a vacancy arose;
- With the addition of the above appointments, the membership of the Board of Governors would include three external Co-opted Governors. It was therefore not considered necessary to actively seek further candidates at this time. The recruitment of a Governor with land-based expertise was still desirable and would be progressed in future recruitment campaigns;
- The recruitment process for the Professional Services Member on the Board of Governors had been completed. Three applications had been received and two candidates were shortlisted for interview. Claire Brown, the University's Change Manager in Human Resources, had been selected as the preferred candidate. The Membership and Nominations Committee recommended her appointment as the Professional Services Member for a term of three years with effect from

1 December 2018. Claire would be invited to serve as a member of the Strategy, Policy, Finance and Resources Committee;

#### Preferred Meeting Days

- One of the recommendations accepted by the Board of Governors in respect of the Governance Effectiveness Review was to seek members' views on preferred meeting days. The Pro-Chancellor had sought the views of members in relation to preferences for Board meeting days in the next academic year and confirmed the general consensus was that these should remain on Mondays/Tuesdays;

#### NTU Development Board

- A presentation had been shared with the Board the previous evening in relation to the University's Inspiring Minds Campaign and the establishment of a Campaign Leadership Forum to be chaired by the University's Chancellor, Sir John Peace;
- Oversight of Development and Fundraising was currently within the remit of the NTU Development Board but it had been agreed that the Campaign required more specific focus than the Development Board could give in the future. Other aspects of the Development Board's remit, such as oversight of enterprise, were now also managed through other more focused arrangements within the University. Consequently, following discussion with its Chair, a proposal had been presented to the Membership and Nominations Committee to dissolve the NTU Development Board. There were bespoke plans in place to engage with each member in the future and eligible members of the current NTU Development Board had agreed to join the Campaign Leadership Forum. This proposal was endorsed by the Committee and was recommended for approval by the Board;

#### Establishment of a Subsidiary Company

- The creation of the Medical Technologies Innovation Facility (MTIF) had been approved by the Board of Governors in July 2017. The establishment of a wholly-owned subsidiary company to progress this project had been approved under Chair's action in September 2018 in accordance within the provisions in the University's Authorities Manual; and

#### Governors Dinner

- The annual Governors' dinner has been scheduled for Monday 8 April 2019 and the emerging themes of the new Strategy would be the topic under discussion.

#### **IT WAS RESOLVED**

- (i) that the recommendations in relation to membership matters as set out above (and in Document B) be approved and endorsed;
- (ii) that the NTU Development Board be dissolved with immediate effect;
- (iii) that the establishment of MTIZ (BEZ) Limited as a wholly-owned subsidiary company of the University be noted and ratified; and
- (iv) that the remainder of the report be received and endorsed.

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

The Board received and considered a report (Composite Document C) 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. The proposed amendments to the Terms of Reference for the Audit and Risk Management Committee, the Strategy, Policy, Finance and Resources Committee and the Membership and Nominations Committee 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 (as set out in Composite Document C) be approved and endorsed.

#### 18.60 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.]*

- The University was implementing a number of measures to seek to improve student satisfaction this year;
- The use of unconditional offers in student recruitment had been the subject of recent media coverage. A report on this matter was targeted for the Board meeting on 12 February 2019;
- Grade improvement had also been the subject of recent media coverage. A report on this matter was also targeted for the Board meeting on 12 February 2019;
- Nottingham Business School had been shortlisted for 'Business School of the Year' at the Times Higher Education Awards 2018. The outcome would be announced at an awards ceremony on 29 November; and
- The Treasury was being urged to reconsider its proposal to increase employer contribution rates for the Teachers' Pension Scheme from September 2019. The implications for the University had been considered as part of scenario planning and would be incorporated into future budget projections if implemented.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) reports in relation to unconditional offers and grade improvement be targeted for presentation to the Board at its meeting on 12 February 2019.

#### 18.61 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:

- NTSU Officers were seeking to drive engagement across all student groups. The election of student academic representatives had been successful and increased representation for postgraduate students had been achieved. A number of activities were also taking place at Confetti to promote the services available to Confetti students and to increase engagement with NTSU;
- NTSU was working closely with the University in respect of increasing student satisfaction;
- The Strategy Week hosted by NTSU had been well received, culminating with a staff and student workshop discussing a range of matters including value for money, wellbeing, and digital technologies;
- The campaigns relating to Hate Crime Awareness Week and Black History Month had also been successful and generated engagement from both staff and students;
- The Clifton NTSU redevelopment was now complete and the facilities were proving popular with students. Governors would be invited to tour the new facilities in the new year; and
- The Board congratulated the NTSU President who would be graduating with an MSc in December, alongside another former NTSU president.

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.62 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 progress in achieving Key Performance Indicator targets that underpin the delivery of the University's Strategic Plan. During discussion, the following points were raised or noted:

- The report outlined progress on the delivery of the KPIs for each theme, with a dashboard depicting the data and trajectory for each measure towards achieving the 2019/20 target;
- KPI 5 - The University's work in relation to closing gaps in attainment of different student groups was overseen by the Success for All (SfA) Steering Group chaired by the Vice-Chancellor. A number of initiatives had been introduced to target specific areas for improvement throughout the student lifecycle. It was considered that the University should seek opportunities to highlight its strengths in this area. SfA initiatives would form the topic of the 'golden thread' presentation to the Board on 11 February 2019;
- KPI 6 - The University had achieved an overall satisfaction score of 88% in the NSS 2018. Whilst in line with the decline in the sector, this was noted to be the first reversal of the University's score in a number of years. A detailed analysis

of student comments and feedback from focus groups had been undertaken and action plans developed to deliver improvements;

- KPI 7 - Following a successful pilot in 2018, a full trial to provide academic and pastoral support for students during the summer assessment period would be rolled out for 2019. It was anticipated that this, together with improvements to systems for support during the year, would result in improvements in the non-continuation rate;

(Mr O Woodley left the meeting)

- KPI 9 - The Doctoral School would be working with marketing and admissions colleagues to develop a more focused approach to effective recruitment and prompt progression of doctoral research students;
- KPI 11 - The timing of staff appointments was noted to be the reason for this measure narrowly missing the target for teacher accreditation;
- KPI 13 - The University had recently established a number of strong partnerships and strategic relationships and performance against this measure was currently ahead of target;
- KPI 17 - The University had achieved a year-on-year increase in overall international student numbers and income for 2017/18;
- KPI 18 - Work continued to deepen existing partnerships;
- KPI 19 - The introduction of a new appraisal process in 2018 had resulted in 100% completion for eligible staff. A number of steps were being introduced for 2019 to ensure continued engagement with the appraisal process;
- KPI 20 - The University had resubmitted an application for an Athena SWAN bronze award and the outcome for this would be known in April 2019; and
- KPI 21 - The 2018 staff survey had been launched on 22 October and closed on 3 December 2018. The results would be available in the new year.

### **IT WAS RESOLVED**

that the report be received and endorsed.

(Mr J A Lacey joined the meeting.)

#### 18.63 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 2018, with no audit adjustments and only 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 2017/18 (Document H) and the Audit and Risk Management Committee Annual Report 2017/18 (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 and this was considered to meet best practice.

### **IT WAS RESOLVED**

(i) that the Internal Audit Service Annual Report for 2017/18 be accepted and noted; and

(ii) that the Audit and Risk Management Committee Annual Report for 2017/18 be approved for submission to the Office for Students.

(c) **Financial Statements 2017/18**

The Director of Finance presented Document J, the Consolidated and University Financial Statements for the year ended 31 July 2018 (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 6 November 2018.

The University continued to deliver a strong financial performance, producing a net cash inflow from operations of £43.2 million.

The Audit and Risk Management Committee had received a presentation from the Director of Finance in relation to the University's financial scenario planning work. This had outlined the mitigating actions available for the University to be able to respond robustly should one or more challenging scenarios arise.

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 Consolidated and University Financial Statements of Nottingham Trent University for the year ended 31 July 2018, as presented to the Board, be approved;
  - (iii) that the Pro-Chancellor and Chair of the Board of Governors and the Vice-Chancellor be authorised to sign the documentation as required for submission to the Office for Students 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) from the Deputy Vice-Chancellor (Academic and Student Affairs) which set out proposals to ensure that the Board of Governors could meet the duties placed on it in respect of academic assurance.

The Standards, Quality and Enhancement Annual Report 2017/18 and Action Plan (Document L) presented evidence to demonstrate that the University strived continually to improve students' experience and outcomes and uphold the standards of its qualifications. The Academic Board had reviewed the report which had been prepared by the Academic Standards and Quality Committee and had agreed that the University's academic governance arrangements were appropriate and robust.

The Committee of University Chairs Governance Code for HE sets out a number of recommendations and suggestions in respect of the role of the Board in respect of oversight of academic governance. The information currently provided to the Board was outlined in the report from the Deputy Vice-Chancellor (Academic and Student Affairs). Whilst it aligned with the recommendations of the Code, further enhancements to the cycle of reporting on academic outcomes and processes were proposed to ensure that the Board of Governors had a better understanding of the University's core academic activities and processes.

Reports were targeted for future meetings of the Board, the Audit and Risk Management Committee and the Strategy, Policy, Finance and Resources Committee. The deep dive report to the Board on 12 February 2019 would be by way of a development session on academic assurance matters, and be accompanied by an infographic demonstrating the student lifecycle.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed;
- (ii) that the Vice-Chancellor be authorised to sign the relevant declaration in the Office for Students' Annual Assurance Return relating to the University's quality assurance and enhancement system in 2017/18 which resulted in the maintenance of academic standards and continuous improvement of the student academic experience; and
- (iii) that the cycle of reporting on academic governance matters be approved.



(e) Prevent Duty

The Board received a report (Document M) from the Chief Operating Officer and Registrar in relation to the University's obligations in respect of the Prevent Duty.

The Board of Governors was required to confirm a declaration that the University had demonstrated 'due regard' to the Prevent Duty. This, together with an Accountability and Data Return, was due to be submitted to the Office for Students by 3 December 2018.

The Audit and Risk Management Committee had oversight of Prevent matters on behalf of the Board and had reviewed the information at its meeting on 6 November 2018.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the Prevent Annual Accountability Declaration be approved for signature by the Pro-Chancellor and Chair of the Board and, together with the Accountability and Data Return, be submitted to the Office for Students.

(f) Annual Assurance Return

The Board received and considered the Annual Assurance Return (Document N). This return was required to be submitted to the Office for Students by 3 December 2018 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 N for submission to the Office for Students.

(g) Modern Slavery Statement

Members received a report (Document O) 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 free of both human trafficking and slavery in accordance with the requirements of the Modern Slavery Act 2015.

The Pro-Chancellor and 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.

The Vice-Chancellor noted that one of the leading experts on modern slavery was a Professor in Nottingham Business School and that he had been approached for advice on best practice in this regard. It was also reported that a request had been received by many universities under the Freedom of Information Act 2000 in respect of potential historical connections to the slave trade; the Pro-Chancellor would be writing to the relevant party to confirm the University's position in this regard.

### **IT WAS RESOLVED**

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

#### 18.64 Annual Report from the Remuneration Committee

The Board received the Annual Report of the Remuneration Committee for 2018 (Document P). This outlined the composition and duties of the Committee, together with details in relation to the remuneration matters considered by the Committee at its meeting held on 2 October 2018. The Committee had agreed that sufficient information and external benchmarking data were available and that external advice was not required on this occasion.

The University had exceeded the requirements set out in the Committee of University Chairs HE Senior Staff Remuneration Code, including the appointment of members to the Remuneration Committee who could provide a 'staff voice' and a 'student voice'. The importance of transparency was highlighted and it was confirmed that the Annual Report and information relating to the Vice-Chancellor's remuneration and expenses would be published on the University's website. Information relating to Governors' personal expenses would also be published, together with the costs incurred directly by the University on behalf of Governors.

### **IT WAS RESOLVED**

that the Annual Report from the Remuneration Committee be approved and endorsed for publication on the University's website.

#### 18.65 Estates and Facilities Update

The Board received a report (Composite Document Q) from the Chief Operating Officer and Registrar in relation to campus developments, including a business case for the creation of an Enterprise and Innovation Centre. The following matters were raised or noted during discussion:

- The business case (Document Q1) for the development of an Enterprise and Innovation Centre on the City campus adjacent to the Dryden Centre had been considered in detail by the Strategy, Policy, Finance and Resources Committee. The Committee had considered that the Centre aligned with the University's strategic objectives in relation to promoting enterprise and the development was therefore recommended for approval by the Board;
- The proposed scheme at the Guildhall was no longer proceeding and the University was now focusing efforts on the alternative scheme at Clarendon Street;
- An opportunity had arisen for the University to acquire 42 Shakespeare Street. This acquisition had been approved by the Pro-Chancellor and a panel of members of the Strategy, Policy, Finance and Resources Committee in accordance with the provisions within the University's Authorities Manual. The building would provide a gateway to the City campus and following conversion provide additional teaching, study and office space. Discussions were ongoing in respect of the relocation of existing tenants in the residential accommodation; and

- Works for the new developments at both the Clifton and Brackenhurst campuses continued to progress on schedule.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the business case for the development of an Enterprise and Innovation Centre on the City campus be approved and endorsed.

#### 18.66 Policy Updates

The Board received a report (Composite Document R) setting out proposed revisions to the University's Anti-Bribery Policy, the Gifts and Hospitality Policy and the Conflicts of Interest Policy. These had been reviewed by the Audit and Risk Management Committee and were recommended for approval by the Board.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the revised Anti-Bribery Policy, Gifts and Hospitality Policy, and Conflicts of Interest Policy be approved.

#### 18.67 Report from the Academic Board

The Board received a report (Document S) from the Academic Board Member in relation to the meeting of the Academic Board held on 14 November 2018.

The Academic Board had received detailed reports in relation to the results of the NSS 2018 and the Postgraduate Taught Experience Survey (PTES) 2018 together with the improvement actions associated with each. Reviews were underway to ensure best practice was shared across the University.

As reported earlier in the meeting, opportunities to improve the support available for students undertaking assessments during the summer period had been discussed in detail at the Academic Board.

The University was monitoring demand in respect of two-year degrees, although it was noted that some students required time to develop the necessary academic skills to reach their potential. This matter would form part of the discussions during the development of the NTU2025 strategy.

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 18.68 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 6 November 2018 (Document T).

(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 6 November 2018 (Document U).

18.69 Nottingham Trent Students' Union

(a) Financial Statements 2017/18

The Board received a report (Composite Document V) in relation to the Financial Statements of Nottingham Trent Students' Union for the year ended 31 July 2018.

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 2018 be accepted and noted.

(b) NTSU Oversight

The Clerk to the Board presented a report (Document W) which confirmed that, during the year ended 31 July 2018, 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.

18.70 Application of the Corporation Seal

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

18.71 Date of Next Meeting

It was noted that the next meeting of the Board of Governors would take place on Tuesday 12 February 2019 at the Clifton campus. This would be preceded by a presentation from the School of Science and Technology, a presentation on Success for All, and Dinner on Monday 11 February 2019.

Rebecca Jenkyn, Clerk to the Board  
November 2018