

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE**  
**BOARD OF GOVERNORS**  
**HELD ON 22 NOVEMBER 2022**

Present

N Goulden, Pro-Chancellor (Chair)	J Nelson
A Brown	Professor E W Peck
S Denton	Baroness D Warwick ( <i>to minute ref 22.76a</i> )
N Ebbs	C Wayman
I Ellis	D Williams
S Gregory	B Wills
L Holder	Dr D Wilson
G Love	O Woodley

In Attendance

Professor S Huttly, Deputy Vice-Chancellor (Academic Development and Performance)  
R C Jenkyn, Clerk to the Board of Governors  
J A Clews, Governance Services Manager (Minute Secretary)  
A Porter, Advance HE, for minute reference 22.64  
J A Lacey, Director of Finance, for minute reference 22.73

Apologies for Absence

Apologies for absence were received from D Dayal, Dr A Emuwa, S V Murcott and S Walker-Smith.

22.60 Welcomes and Farewells

The Pro-Chancellor welcomed members to this meeting of the Board of Governors.

The Pro-Chancellor noted that Angela Brown would retire from membership of the Board of Governors on 30 November 2022. The Board recorded thanks to Angela for her contributions to the Board during her tenure as the Academic Board Member.

22.61 Declarations of Conflicts of Interest 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 interests were declared.

22.62 Minutes

(a) Minutes of the Previous Meeting

Minutes of the meetings of the Board of Governors held on 26 September 2022 (Document A) and 27 September 2022 (Document B) were approved as a true record.

(b) Matters Arising

Members received a report (Document C) in relation to matters arising from the previous meetings. All action points had been progressed.

22.63 Report from the Pro-Chancellor

The Pro-Chancellor presented a report (Document D) updating the Board on a number of matters, including recommendations from the meeting of the Membership and Nominations Committee held on 18 October 2022. The following matters were highlighted during discussion:

Membership Matters

- A vacancy within the Independent Governor category of membership had been held until the Pro-Chancellor recruitment process had concluded to ensure capacity in the event that an external candidate was selected. The Board endorsed the proposal of the Membership and Nominations Committee that Anino Emuwa be transferred from the Co-opted Governor category to become an Independent Governor with immediate effect;
- Michael Marsden, Executive Dean of Nottingham School of Art and Design, had been elected unopposed by the Academic Board to serve as its representative on the Board of Governors. Members approved Michael's appointment to membership of the Board for a term of three years commencing 1 December 2022. Michael would also serve as a member of the Academic Assurance and Regulation Committee;
- Lorna Holder had reached the end of her second term of office on the Board of Governors on 21 November 2022. The Pro-Chancellor had held a review meeting with Lorna and, with the unanimous support of the Membership and Nominations Committee, recommended that Lorna be re-appointed for a third term with effect from 22 November 2022;
- Nick Ebbs would reach the end of his second term of office on the Board of Governors on 10 December 2022. The Pro-Chancellor had held a review meeting with Nick and, with the unanimous support of the Membership and Nominations Committee, recommended that Nick be re-appointed for a third term with effect from 11 December 2022;
- Paul Sullivan would complete his tenure (nine years) as a Co-opted Member of the Audit and Risk Management Committee on 31 January 2023. In accordance with its delegated authority, the Membership and Nominations Committee had approved a short extension of Paul's tenure to 28 February 2023 which would enable him to attend the February meeting of the Committee;

Meetings Structure

- The Clerk to the Board would review the scheduling and format of Board and Committee meetings to determine what changes could be adopted for the 2023/24 academic year to maximise the efficiency of the meetings schedule;

Other Matters

- The Board congratulated the University on achieving Advance HE's Race Equality Charter Bronze Award;

- The Vice-Chancellor would provide an update on his role as Student Support Champion at a future meeting of the Board; and
- The Pro-Chancellor advised the Board that work was ongoing by Universities UK (UUK) to assess public perceptions of the higher education sector. Emerging themes were noted to be: value for money - comparing the costs associated with attending university to graduate outcomes; a lack of recognition for the wider roles of universities in areas such as civic engagement and research; and many universities were not seen as truly accessible to all.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed;
- (ii) that the recommendations in relation to membership matters as set out above be approved and endorsed; and
- (iii) that an update from the Vice-Chancellor on his role as Student Support Champion be targeted for a future meeting of the Board.

**22.64 Governance Effectiveness Review**

The Associate Director (Governance) and lead consultant from Advance HE, Aaron Porter, presented a report (Document E) in relation to the outcomes of the recent Governance Effectiveness Review. The following matters were highlighted:

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

- The report endorsed the University's current approach to governance and confirmed that this was highly effective. Six recommendations were outlined in the report with these providing suggested refinements to process rather than required actions;
- The review commended the high degree of emphasis placed on ensuring an appropriate skills mix within the Board membership and also the trust and mutual respect between the Board and the University Executive which enabled challenge whilst retaining a supportive approach;
- The approach adopted in relation to the oversight of academic matters, namely the establishment of the Academic Assurance and Regulation Committee, was also considered to be a key strength at NTU not reflected widely in the sector. The Pro-Chancellor noted that this had also been cited as an example of good practice by the Chief Executive of the Quality Assurance Agency (QAA) at the recent Committee of University Chairs conference; and
- The secretariat was commended for the efficient and effective support provided to the Board of Governors.

The Pro-Chancellor thanked Governors for their engagement with the review process and welcomed the report and the confirmation that the University had strong governance arrangements in place.

The Clerk to the Board would compile an action plan based on the agreed recommendations and this would be presented at the next meeting of the Board of Governors.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the Clerk to the Board compile an action plan based on the agreed recommendations for consideration by the Board of Governors at its meeting in March 2023.

22.65 Committee Terms of Reference

The Board received a report (Composite Document F) in relation to the proposed revisions to the Terms of Reference for the Academic Assurance and Regulation Committee (Document F1), the Employment Policy Committee (Document F2), and the Remuneration Committee (Document F3). The Clerk to the Board advised that minor amendments were proposed and that these had been reviewed by the respective committees.

**IT WAS RESOLVED**

- (i) that the report be received and noted; and
- (ii) that the revised Terms of Reference (as set out in Composite Document F) be approved and endorsed.

22.66 Vice-Chancellor's Update

The Vice-Chancellor presented a report (Document G) updating the Board on a number of matters. The following matters were highlighted during discussion:

Senior Leadership Appointments

- Dr Sarah Want had been appointed as Pro Vice-Chancellor for Knowledge Exchange and Civic Engagement and would join NTU in February 2023. In this role, Sarah would be leading on the Enriching Society strategic theme and the Teaching and Practice academic pathway;
- Professor Richard Emes would join NTU in January 2023 as Pro Vice-Chancellor for Research and Innovation;

HR Matters

- Much of the HE sector would be impacted by industrial action for three days from 30 November 2022. NTU was one of two universities excluded from any union ballots due to local collective pay bargaining and therefore no industrial action was scheduled;
- The Universities and Colleges Employers' Association (UCEA) was currently consulting with the sector on its proposal to bring forward national collective bargaining for the 2023/24 academic year with the aim to agree a settlement by February 2023. The University Executive Team considered there was no benefit to NTU to re-enter national pay bargaining at this juncture; however this option remained available for subsequent years;
- Proposals to provide greater choice for colleagues on pensions provision would be shared with colleagues early in the new calendar year;

#### Meeting with the Prime Minister's Anti-Semitism Adviser

- A visit to NTU from the antisemitism taskforce established by Lord Mann had taken place in mid-November. Attendees had welcomed the approach being taken and the atmosphere being created at NTU. Both the NTSU President and the Chair of the Jewish Society had attended the meeting. The taskforce seemed particularly interested in the University's Faith Ambassadors. The final report from the taskforce was expected in Spring 2023;

#### HE Reform

- No further details had been received in relation to the outcomes of the DfE consultation on HE Reform (Lifelong Loan Entitlement (LLE), Integrated Foundation Years (IFYs), Minimum Entry Requirements (MERs) and Student Number Controls (SNCs) on poor quality courses);
- The new Minister for State for Skills, encompassing most aspects of higher education, Robert Halfon MP had a good relationship with NTU and was an Honorary Professor here;
- The University was also seeking to maintain positive relationships with Labour Party representatives. For example, Matt Western MP, Shadow Minister for Higher Education, and Toby Perkins MP, Shadow Minister for Skills and Further Education, had visited NTU's University Hub in Mansfield in October;

#### Nottingham City Council

- The Nottingham Castle Trust had been placed into liquidation and the site would now be returned to Nottingham City Council. It was noted that the University had contributed funding to Nottingham Castle and has a number of live projects. This matter would be followed up with Nottingham City Council; and
- Sir Tony Redmond, Chair of the Nottingham City Council Improvement and Assurance Board, had met recently with NTU and the University of Nottingham.

#### **IT WAS RESOLVED**

that the report be received and endorsed.

#### 22.67 Nottingham Trent Students' Union President's Update

The Board received a report (Document H) from the President of Nottingham Trent Students' Union (NTSU) in relation to NTSU activities. The following matters were highlighted during discussion:

- Students had not raised significant concerns regarding the cost of living pressures. It was considered that the swift actions taken by the University to freeze prices for services and materials had helped mitigate the impact of increased living costs for students. The level of demand for hardship funding was lower than expected at this point in the academic year. Data collected suggested that approximately 50% of students were in some form of part-time employment alongside their studies;
- Nottingham Students' Partnership, a collaboration between NTSU and the University of Nottingham's Students' Union, was a useful forum to enable political lobbying to support students. Key areas of focus were: to improve the current standard of accommodation in Nottingham; the response to the cost of

living crisis; community engagement; and lobbying councillors and MPs in the run up to local elections;

- Rental fees for private accommodation had increased significantly in recent years. It was hoped that the Student Living Strategy and the increase in student beds available in the City may help alleviate this;
- The increase in the number of Academic Representatives would enhance opportunities to gain feedback from students;
- NTSU was progressing the development of its TEF Student Submission. Key themes arising would be shared with the University prior to submission to provide opportunities for any negative student feedback to be addressed;
- NTSU continued to monitor developments at the National Union of Students (NUS UK). The outcome of the independent investigation into allegations of antisemitism at NUS UK would inform the NTSU's approach to its membership of the national body; and
- NTSU venues and outlets were performing well after a slow start to the term. The financial forecast had improved significantly and it was anticipated that at least a breakeven position could be achieved by the end of the academic year.

**IT WAS RESOLVED**

that the report be received and endorsed.

**22.68 Closing the Award Gap**

The Board received a report (Document I) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to the Success for All initiatives being progressed by the University to address the award gap between black and white students. This report had also been issued to the Board of Governors for detailed discussion at its evening session on 21 November 2022. The Board noted that it had welcomed the honest and thoughtful presentation from the Pro Vice-Chancellor Education in relation to the challenges.

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

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that an updating report in relation to the initiatives being progressed by the University to address the award gap be targeted for presentation to the Board later in the academic year.

**22.69 Student Recruitment Review**

The Board received a report (Document J) from the Chief Operating Officer and Registrar in relation to the student recruitment review, also issued to the Board of Governors for detailed discussion at its evening session on 21 November 2022.

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

**IT WAS RESOLVED**

- (i) that the report be received and noted; and
- (ii) that a report in relation to the proposed range for the 2023 Home undergraduate recruitment target be targeted for presentation to the Board in March 2023.

**22.70 Annual Report from the Remuneration Committee**

The Board received the Annual Report of the Remuneration Committee for 2022 (Document R). 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 16 November 2022.

**IT WAS RESOLVED**

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

**22.71 Race Equality Action Plan**

**(a) Race Equality Action Plan 2 (REAP 2)**

The Board received a report (Document K1) from the Vice-Chancellor in relation to the outcomes of the Race Equality Action Plan 2 (REAP 2). It was noted that the action plan had been discussed with Academic Board, the Employment Policy Committee, and the University Shadow Executive Team.

**IT WAS RESOLVED**

that the report be received and endorsed.

**(b) Race Equality Action Plan 3 (REAP 3)**

The Board received a report (Document K2) in relation to the draft Race Equality Action Plan for 2022/23 (REAP 3). Governors were invited to provide feedback in relation to the plan and the following matters were highlighted during discussion:

- Much of the information within REAP 3 had derived from the University's submission to the Race Equality Charter and some actions had also rolled over from REAP 2. Detailed feedback in relation to the University's submission was expected in the new year and this would be used to inform future actions;
- REAP 3 incorporated feedback received from Academic Board, the Employment Policy Committee, and the University Shadow Executive Team;
- The challenges in relation to the language used were noted. The published version of the REAP 3 would remove references to BAME at Objective 3;
- Governors suggested that it may be helpful to consider whether more could be done externally to attract diverse and international colleagues

to NTU. The Vice-Chancellor advised the Board that further detail in relation to activity in this regard would be shared when the action plan was next reviewed by the Board; and

- The Chair of the Employment Policy Committee noted that there had been a positive debate at its meeting. The Committee had encouraged the University to consider how measures could be applied to the actions to monitor progress. The Vice-Chancellor advised the Board that many actions would be measured by feedback received through colleague and student surveys. The Executive Deans for EDI would also review benchmark data and consider timescales in due course.

**IT WAS RESOLVED**

that the report be received and endorsed.

**22.72 University, reimagined: Key Performance Indicators**

The Board received a report (Document L) from the Vice-Chancellor in relation to the KPI balanced scorecard for *University, reimagined* as measured throughout the 2021/22 academic year. This included an assessment of overall trends and likelihood of meeting 2025 targets.

Governors noted that the University's target for achieving Net Zero Carbon by 2040 may not be sufficiently ambitious. The Chief Operating Officer and Registrar confirmed that the Embracing Sustainability Deep Dive scheduled for presentation to the Board in March 2023 would include details on the University's plans to achieve this. It was noted the 2040 target date included all three carbon scopes.

**IT WAS RESOLVED**

that the report be received and endorsed.

**22.73 Academic Governance**

**(a) Academic Board**

The Board received the unconfirmed minutes from the meeting of the Academic Board held on 2 November 2022 (Document M1).

**IT WAS RESOLVED**

that the report be received and endorsed.

**(b) Annual Report from the Academic Assurance and Regulation Committee**

The Board received the inaugural Academic Assurance and Regulation Committee Annual Report for 2021/22 which provided an overview of the work of the Committee during the preceding academic year. The report formed part of the assurance provided to the Board of Governors in relation to its responsibilities in respect of oversight of academic governance, in particular compliance with the Office for Students' Conditions of Registration relating to Quality and Standards (Conditions B1-B5).

The Chair of the Committee advised the Board that a rich set of information had been presented to the Committee which provided a sense of customer



voice which was very helpful. The Committee had also noted the impact of growing demands from the regulator regarding the provision of information and metrics. The Committee encouraged the University to avoid increasing the number of metrics used and to adopt a strategic approach in this regard.

**IT WAS RESOLVED**

that the report be received and endorsed.

22.74 Annual Accountability Returns

(a) Report from the External Auditors

The Board received and considered the report issued by the External Auditors in relation to the audit of the University's consolidated financial statements for the year ended 31 July 2022 (Document N). This had been reviewed in detail by the Audit and Risk Management Committee to ensure that adequate financial controls were in place.

The Director of Finance confirmed that a clean audit opinion had been issued following the audit for the year ended 31 July 2022.

**IT WAS RESOLVED**

that the report from the External Auditors be accepted and endorsed for submission to the Office for Students.

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

(i) Internal Audit Service Annual Report 2021/22

The Board received the Internal Audit Service Annual Report 2021/22 (Document O1). 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.

**IT WAS RESOLVED**

that the Internal Audit Service Annual Report for 2021/22 be accepted and noted.

(ii) Audit and Risk Management Committee Annual Report 2021/22

The Board received the Audit and Risk Management Committee Annual Report 2021/22 (Document O2). This summarised the work undertaken by the Committee during the year.

**IT WAS RESOLVED**

that the Audit and Risk Management Committee Annual Report for 2021/22 be approved for submission to the Office for Students.

(iii) Prevent Duty Annual Report 2021/22

The Board received a report (Document O3) 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 1 December 2022.

The report had been considered by the Prevent Steering Group and also the Audit and Risk Management Committee which had oversight of Prevent matters on behalf of the Board.

**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, together with the Accountability and Data Return, be submitted to the Office for Students.

(iv) Data Quality Annual Report 2021/22

The Board received a report (Document O4) from the Chief Operating Officer and Registrar in relation to the data quality and data assurance processes in place for the University's data, including external data returns in the year to 31 July 2022.

The Audit and Risk Management Committee had confirmed its assessment of the University's effectiveness in respect of data quality assurance in its annual report (Document O2).

**IT WAS RESOLVED**

that the report be received and endorsed.

(c) Financial Statements 2021/22

The Director of Finance presented Document P, the Consolidated and University Financial Statements for the year ended 31 July 2022 (comprising the consolidated results of Nottingham Trent University and its wholly-owned subsidiary companies).

The Board was advised that the Financial Statements had been reviewed in detail by the Audit and Risk Management Committee at its meeting held on 3 November 2022.

The University had delivered a strong financial performance, producing a net cash inflow from operations ahead of forecast and a significant increase in cash reserves.

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 2022 be approved;
  - (iii) that the Pro-Chancellor and the Vice-Chancellor be authorised to sign the documentation as required for submission to the Office for Students;
  - (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) Modern Slavery Statement

Members received a report (Document Q) 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.

**IT WAS RESOLVED**

that the Modern Slavery Statement, as set out in Document Q, be approved for signature by the Pro-Chancellor and published thereafter on the University's website.

**22.75 Health, Safety and Wellbeing Annual Report 2021/22**

The Chief Operating Officer and Registrar presented the Health, Safety and Wellbeing Annual Report for 2021/22 (Document S) for consideration by the Board.

The report outlined the University's approach to managing health, safety and wellbeing in order to provide assurance to the Board that effective and robust arrangements were in place. The report had been reviewed and endorsed by the Safety and Wellbeing Review Board, the University Executive Team, and the Employment Policy Committee.

The Board was advised that the Employment Policy Committee had discussed the governance structures at the University for the oversight of health and safety and the role of Governors in this regard. Ensuring sufficient expertise in the relevant committee's membership in relation to health and safety practices would also be considered. The Chief Operating Officer and Registrar would discuss these matters with the Clerk to the Board and the Director of Human Resources.

**IT WAS RESOLVED**

- (i) that the Health, Safety and Wellbeing Annual Report 2021/22 be received and endorsed for publication; and

- (ii) that the Chief Operating Officer and Registrar review the current governance arrangements for the oversight of health and safety matters, and that an update in this regard be targeted for the next meetings of the Employment Policy Committee and the Board of Governors.

## 22.76 Business from Standing Committees

- (a) 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 1 November 2022 (Document T).

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

(Baroness Warwick left the meeting.)

- (b) Audit and Risk Management Committee

The Board noted the unconfirmed minutes of the meeting of the Audit and Risk Management Committee held on 3 November 2022 (Document U).

The Chair of the Committee noted that the Committee had requested further information to improve its understanding of the assurance and control in respect of data management arrangements. These matters would therefore be the focus of detailed examination by the Committee.

- (c) Employment Policy Committee

The Board noted the unconfirmed minutes of the meeting of the Employment Policy Committee held on 8 November 2022 (Document V).

The Chair of the Committee noted that the Director of Human Resources had presented an updating report in relation to the ongoing development of the Reinventing Reward programme of work, building on the discussions at the Board Away Day held in September 2022.

- (d) Academic Assurance and Regulation Committee

The Chair of the Committee updated the Board on discussions at the meeting of the Academic Assurance and Regulation Committee held on 10 November 2022.

The Deputy Vice-Chancellor (Academic Development and Performance) advised the Board that the Office for Students had released the Teaching Excellence Framework (TEF) benchmarking data at the end of September 2022 and the TEF submission deadline had been confirmed as 24 January 2023. It was anticipated that provisional outcomes would be released to institutions in early summer 2023 to provide an opportunity to challenge ratings prior to publication of outcomes from September 2023.

The Board also received and noted the minutes of the meeting of the Academic Assurance and Regulation Committee held on 22 September 2022 (Document W), a verbal report having been given at the previous meeting of the Board.

22.77 Nottingham Trent Students' Union

(a) Financial Statements 2021/22

The Board received a report (Document X1) from the NTSU President in relation to the Financial Statements of Nottingham Trent Students' Union for the year ended 31 July 2022.

The Board was advised that the Financial Statements were reviewed in detail by Audit and Risk Management Committee at its meeting held on 3 November 2022, and these had been approved by the NTSU Trustees.

NTSU had built up its reserves over the previous year and opportunities for capital expenditure to improve facilities were being explored. NTSU was also looking at provision at both Mansfield and Confetti London.

The NTSU President confirmed that a clean audit opinion had been issued following the audit for the year ended 31 July 2022.

**IT WAS RESOLVED**

that the financial statements of Nottingham Trent Students' Union for the year ended 31 July 2022 be accepted and noted.

(b) NTSU Oversight

The Clerk to the Board presented a report (Document X2) which confirmed that, during the year ended 31 July 2022, 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.

22.78 Application of the Corporation Seal

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

22.79 Date of Next Meeting

The next meeting of the Board of Governors was scheduled for Tuesday 21 March 2023 at 9.30 am. This would be preceded by evening presentations and dinner on Monday 20 March 2023.