

NOTTINGHAM TRENT UNIVERSITY

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

Present

N Goulden, Pro-Chancellor (Chair)	C Naughton
A Brown	J Nelson
S Denton	Professor E W Peck
N Ebbs	Baroness D Warwick
I Ellis	C Wayman
L Holder	D Williams
G Love	Dr D Wilson
S V Murcott	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)

Apologies for Absence

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

22.01 Welcomes

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

The Board recorded its congratulations to Doug Wilson who had been awarded an OBE in the 2022 New Year Honours List for services to Environmental Research and the Covid-19 response.

22.02 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.

22.03 Minutes

(a) Minutes of the Previous Meeting

Minutes of the meeting of the Board of Governors held on 23 November 2021 (Document A) were approved as a true record.

(b) Matters Arising

Members received a report (Document B) in relation to matters arising from the previous meeting. All action points had been progressed and updates would be provided as appropriate under the relevant agenda item.

22.04 Report from the Pro-Chancellor

The Pro-Chancellor presented a report (Document C) on key issues, including recommendations from the meeting of the Membership and Nominations Committee held on 21 March 2022. The following matters were highlighted during discussion:

Membership Matters

- Succession planning was progressing in order to ensure that appropriate appointments were in place when the Pro-Chancellor, the Deputy Pro-Chancellor, the Senior Independent Governor (SIG) and the Chair of the Employment Policy Committee retired from the Board of Governors in October 2023 having completed nine years' service. It was anticipated that the appointment process for successors to the Deputy Pro-Chancellor and the Senior Independent Governor would commence following the appointment of the Pro-Chancellor Designate;
- The role of Deputy Chair of the Audit and Risk Management Committee had become vacant upon Sue Fish's retirement from the Board in November 2021. Following discussion by the Membership and Nominations Committee, Jennie Nelson had been approached in relation to appointment to the role, transferring from the membership of the Academic Assurance and Regulation Committee. It was also recommended that Jennie become Chair Designate to succeed Ian Ellis at a time to be agreed during the next academic year. Jennie's transfer and appointment as Deputy Chair of the Audit and Risk Management Committee was approved by an earlier decision of the Membership and Nominations Committee thereby enabling Jennie to attend the March meeting of the Audit and Risk Management Committee, and ensure that the Committee membership was in accordance with its Terms of Reference. The appointment of Jennie Nelson as Deputy Chair and Chair Designate of the Audit and Risk Management Committee was ratified by the Board of Governors;
- The role of Deputy Chair of the Academic Assurance and Regulation Committee had become vacant upon Jennie Nelson's transfer to the Audit and Risk Management Committee. The Pro-Chancellor recommended, with the unanimous support of the Membership and Nominations Committee, that Dr Anino Emuwa be appointed as Deputy Chair of the Academic Assurance and Regulation Committee with immediate effect;
- The Pro-Chancellor recommended, with the unanimous support of the Membership and Nominations Committee, that Dr Doug Wilson be appointed to the membership of the Academic Assurance and Regulation Committee with immediate effect;
- The Pro-Chancellor outlined a recommendation regarding the appointment of Sarah Gregory to the Board of Governors. Sarah was a senior HR professional and currently served as a Co-opted Member on the Employment Policy Committee and the Remuneration Committee. Sarah was also undertaking a PhD at the University on a part-time basis, which was targeted for completion in 2026. It was confirmed that the University's Instrument and Articles of Government did not preclude her appointment to the Board of Governors as a Co-opted Governor. It was proposed that, subject to agreement, Sarah be appointed as a Co-opted Governor, with a view to assuming the roles of Chair of the Employment Policy Committee and Chair of the Remuneration Committee in due course. The Pro-Chancellor had discussed the matter with Sarah on an

informal basis, and with the Board's endorsement, would now contact Sarah to extend a formal offer to join the Board;

- Jennie Nelson would reach the end of her first term of office on the Board of Governors on 31 July 2022. The Pro-Chancellor had held a review meeting with Jennie and, with the unanimous support of the Membership and Nominations Committee, recommended that Jennie be re-appointed for a second term of three years with effect from 1 August 2022;
- David Williams would reach the end of his current term of office on the Board of Governors on 31 July 2022. The Pro-Chancellor had held a review meeting with David and, with the unanimous support of the Membership and Nominations Committee, recommended that David be re-appointed for a second term of three years with effect from 1 August 2022;
- In accordance with its delegated authority, the Membership and Nominations Committee had approved the re-appointment of Melvin Kenyon as a Co-opted Member of the Audit and Risk Management Committee for a third term of three years effective from 1 June 2022;
- The Pro-Chancellor and the Vice-Chancellor continued to progress discussions in relation to potential new appointments to the Board of Governors, with a particular focus on accountancy/business experience;

Re-appointment of the Pro-Chancellor and the Deputy Pro-Chancellor

- The SIG reported that both the Pro-Chancellor and the Deputy Pro-Chancellor would reach the end of their current terms of office in July 2022. The SIG recommended that the terms of office for both the Pro-Chancellor and the Deputy Pro-Chancellor be extended to September 2023, concurrent with their tenure on the Board;

Investment Committee

- At its meeting in November 2021, the Board had approved the establishment of an Investment Committee. It was proposed that Neil Goulden and Owen Woodley be appointed as Governor-members of the Committee. Expressions of interest were sought for the appointment of a third Governor to the membership of the Committee. The appointment of Co-opted Member(s) with investment management experience would also be progressed in due course;

(Post-meeting note: The Board approved the appointment of David Williams as the third Governor-member of the Investment Committee by email circulation following the meeting.)

External Effectiveness Review

- At the previous meeting of the Board, it was agreed to postpone the external governance effectiveness review until autumn 2022. This would ensure that those recent changes implemented by the Board, including the revised committee structure and the appointment of a SIG, had been embedded successfully within the University's governance processes;
- The Clerk to the Board had obtained revised proposals from the two external organisations which had submitted initial proposals. Both organisations proposed to schedule questionnaires and interviews with Governors in late summer 2022. Meeting observations of the Board and its Committees would

take place in September and October 2022. The final report would be targeted for presentation to the Board in November 2022; and

- The Membership and Nominations Committee had reviewed both proposals in detail and recommended that Advance HE be appointed to undertake the Governance Effectiveness Review.

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;
- (iii) that the re-appointment of the Pro-Chancellor and the Deputy Pro-Chancellor for the period to September 2023 be approved and endorsed;
- (iv) that the inaugural membership of the Investment Committee be approved and endorsed;
- (v) that expressions of interest for a third Governor to join the Investment Committee be submitted to the Clerk to the Board; and
- (vi) that the appointment of Advance HE as the external provider for the Governance Effectiveness Review be approved and endorsed.

22.05 Report from the Senior Independent Governor: Pro-Chancellor Search Committee

The Board received a report (Document D) from the Senior Independent Governor (SIG) in relation to progress with the search process for a successor for the Pro-Chancellor and Chair of the Board of Governors.

The Search Committee comprised a diverse membership and a variety of avenues were being utilised by the University to generate nominations for the role of Pro-Chancellor.

IT WAS RESOLVED

that the report be received and endorsed.

22.06 Vice-Chancellor's Update

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

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

Conflict in Ukraine

- A number of applications had been received from Ukrainian students wishing to study at NTU. A co-ordinated approach was being promoted by Universities UK (UUK) to ensure that students enrolled at the most appropriate university for them and that numbers were shared across the sector. The fee regime for those students arriving under the Homes for Ukraine scheme, and the longer-term position for students applying to study in the UK, had yet to be confirmed by the Government;

Pay Negotiations

- The University and College Union (UCU) had announced a third local ballot at NTU and all other UK universities in relation to last year's national pay claim;
- The University was liaising with local trades union branches in relation to the proposed transition to local pay negotiations and had discussed the same with the Employment Policy Committee. The University would announce shortly to all colleagues its proposed local approach for future pay negotiations. It was noted that the University had committed to offering at minimum the nationally agreed position confirmed by UCEA in the 2022 pay round;

Student Recruitment

- The Chief Operating Officer and Registrar provided an update in relation to the latest student recruitment position for the 2022/23 academic year;
- The University continued to focus on activities to progress conversion from offer to acceptance. The recruitment position was being monitored closely at school, discipline and course level;

Estates and Facilities

- The Chief Operating Officer and Registrar advised the Board that the University was preparing plans for the next phase of campus and estates developments covering the next five to ten years. Proposals had been discussed in detail at the recent meetings of the Strategy, Policy, Finance and Resources Committee and the Academic Board. The feedback received would inform the development of the plans and a report in this regard was targeted for the July meeting of the Board;
- The development at 42 Shakespeare Street was progressing. The delays experienced with planning and the additional design work required, together with inflationary pressures relating to construction materials, had resulted in costs increasing from earlier projections. An update report in relation to the project was targeted for presentation at the June meeting of the Strategy, Policy, Finance and Resources Committee and the Board in July;

Civic Engagement

- The Board was advised that the establishment of an East Midlands Mayoral Authority was being progressed by the City and County councils within Nottinghamshire and Derbyshire.

IT WAS RESOLVED

that the report be received and endorsed.

22.07 Nottingham Trent Students' Union President's Update

The Board received a report (Document F) from the President of Nottingham Trent Students' Union (NTSU) in relation to NTSU activities.

The Pro-Chancellor noted that Conor Naughton was attending his last meeting of the Board of Governors prior to reaching the end of his tenure as NTSU President, and as a member of the Board of Governors, on 30 June 2022. The Board recorded

its thanks to Conor for his contributions to the Board and the University over the past two years. Governors wished Conor well in his future role within the University.

The following matters were highlighted during discussion:

- The Chief Executive Officer, Ceri Davies, would be leaving NTSU in June. Interviews for his successor were scheduled for 25 March 2022 and an update in this regard would be provided to the Board in due course;
- The election process for Executive Officers for the 2022/23 academic year had concluded. The Board was advised that the candidates' campaigns had been respectful and positive. Benedict Wills, the only current NTSU Executive officer re-standing for election, had been elected as the NTSU President. A handover and induction process for the incoming team would take place to ensure a smooth transition;
- NTSU continued to progress discussions on national policy matters. Michelle Donelan, the Minister of State for Higher and Further Education, had visited the NTSU on 3 February. A large delegation from NTSU would attend the annual National Union of Students Conference in late March;
- The Board reflected upon the matters noted within the appendix to the report relating to the views expressed by NTU students on teaching provision during the pandemic. The importance of the University issuing timely and appropriate communications to students had been recognised. NTSU had worked closely with the University in relation to developing the tone and nature of communications to ensure that these were well received and reflected the information needs of students.

IT WAS RESOLVED

that the report be received and endorsed.

22.08 Policy Developments

The Board received a report (Document G) from the Vice-Chancellor in relation to sector policy developments. The following matters were highlighted during discussion:

- The Government had published a Levelling Up White Paper in February 2022 which set out a framework in relation to four broad areas aimed at tackling inequalities. The areas most relevant to the University related to education, skills, and the role of HE in Levelling Up;
- The Government's response to the Augar Review had been published and a summary of the key announcements had been shared with the Board by email on 25 February 2022. It was noted that the Augar Review Panel's recommendation relating to the reintroduction of maintenance grants had not been included within the response. The Government had confirmed that the undergraduate tuition fee cap would be frozen at £9,250 up to and including the 2024/25 academic year which would impact income in real terms for the sector; and
- The University was preparing responses to the two consultations launched by the Government. The first related to the HE reforms, including the introduction of minimum entry requirements and student number controls and the reduction of fees for Foundation Years. The second consultation related to the Lifelong

Learning Entitlement. The Board was advised that, whilst the University was generally supportive of the proposals, it was opposed to the reintroduction of student number controls.

IT WAS RESOLVED

that the report be received and endorsed.

22.09 2021/22 Academic Year Update

The Board received a report (Document H) from the Deputy Vice-Chancellor (Academic Development and Performance) and the Chief Operating Officer and Registrar in relation to the current academic year and also the University's ongoing Covid-19 response. The following matters were highlighted during discussion:

- The University had maintained its approach to adopting Government Covid-19 guidance and regulations; and
- The winter graduation ceremonies had been held on campus from 13-17 December 2021. These had progressed smoothly and positive feedback had been received from graduates, guests and colleagues. Further ceremonies were planned in April and July.

IT WAS RESOLVED

that the report be received and endorsed.

22.10 University, reimagined

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

(a) Deep Dive: Creating Opportunity

The Board received a report (Document I) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to an update on progress with strategic initiatives for the Creating Opportunity theme of the Strategic Plan, also issued to the Board of Governors for detailed discussion at its evening session on 21 March 2022.

The Board had welcomed the ambitious plans presented by the Pro Vice-Chancellor (Education) and colleagues at the evening session.

The University was working closely with NTSU and student groups to raise awareness and understanding of the University's ambitions in relation to Creating Opportunity. It was recognised that developing such initiatives at scale was not commonplace within the sector.

IT WAS RESOLVED

that the report be received and endorsed.

(b) Key Performance Indicators

The Board received a report (Document J) from the Vice-Chancellor in relation to the KPI balanced scorecard for *University, reimagined*. This

highlighted movements in the three Financial and Ways of Working measures since these were last reported to the Board.

IT WAS RESOLVED

that the report be received and endorsed.

22.11 Academic Board

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

IT WAS RESOLVED

that the report be received and endorsed.

22.12 Office for Students' Consultation on Regulations

The Board received a report (Document L) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to proposed regulatory changes from the Office for Students (OfS). The following matters were highlighted during discussion:

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

- The OfS had issued two consultations regarding its intentions for the future regulation of student outcomes (Condition of Registration B3) and how it proposed to incentivise providers to offer excellent student experience and outcomes (through the Teaching Excellence Framework). These had been discussed in detail at the recent meetings of Academic Board and the Academic Assurance and Regulation Committee;
- The revised Teaching Excellence Framework (TEF) and B3 outcome threshold would be metrics-based with context considered in their evaluation. The B3 threshold would deal with minimum quality requirements and the TEF would focus on levels of excellence above baseline;
- The University was supportive generally of the proposals and would be responding in a positive manner, offering constructive comment on the key areas. It was reported that the general response from the sector had highlighted concerns relating to the short timeframe for implementation and the volume of work required, particularly in relation to the TEF proposals; and
- The Chair of the Academic Assurance and Regulation Committee confirmed that the Committee had been reassured by the work in train. The Committee had encouraged the University to develop positive narratives for areas of particular challenge which could be utilised should there be any negative publicity in the event that metrics were viewed out of context.

IT WAS RESOLVED

that the report be received and endorsed.

22.13 Employee and Student Conduct Annual Report 2020/21

The Board received the annual report (Document M) from the Chief Operating Officer and Registrar providing an analysis of employee and student conduct cases in 2020/21.

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

IT WAS RESOLVED

that the report be received and endorsed.

22.14 Business from Standing Committees

(a) Audit and Risk Management Committee

The Board noted the unconfirmed minutes of the meeting of the Audit and Risk Management Committee held on 1 March 2022 (Document N).

The Chair of the Committee reported that the Committee had discussed the new Data Futures programme which represented a significant change to the way in which HESA collected data from universities.

The Committee had discussed the internal audit performed in relation to cyber security/home working. The Board was assured that practical mitigations in relation to cyber security risks were in place. Regular updates from the Chief Information Security Officer were also presented to the University Executive Team and the Audit and Risk Management Committee.

(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 1 March 2022 (Document O).

(c) Employment Policy Committee

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

(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 March 2022.

The Board also received and noted the minutes of the meeting of the Academic Assurance and Regulation Committee held on 11 November 2021 (Document Q), a verbal report having been given at the previous meeting of the Board.

(Baroness D Warwick left the meeting.)

22.15 Application of the Corporation Seal

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

22.16 Date of Next Meeting

The next meeting of the Board of Governors was scheduled for Tuesday 5 July 2022 at 9.30 am. This would be preceded by presentations and dinner on Monday 4 July 2022.

An extraordinary meeting of the Board of Governors had also been scheduled for Thursday 12 May 2022 at 3.30 pm to present the outcomes of the Research Excellence Framework (REF) exercise which were due to be released to the University on 9 May.