

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE  
BOARD OF GOVERNORS  
HELD ON 23 NOVEMBER 2021**

Present

Baroness D Warwick (Acting Chair)	G Love
A Brown	S V Murcott
S Denton	C Naughton
N Ebbs	Professor E W Peck
I Ellis	C Wayman
Dr A Emuwa	D Williams
S Fish	Dr D Wilson
L Holder	

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, N Goulden, J Nelson, S Walker-Smith and O Woodley.

21.60 Welcomes and Farewells

The Deputy Pro-Chancellor and Acting Chair of the Board welcomed members to this meeting of the Board of Governors.

The Board noted that Sue Fish was attending her last meeting prior to stepping down from the membership of the Board of Governors. The Board recorded its thanks to Sue for her contributions to the Board and her commitment and support to the University during her tenure.

21.61 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.

21.62 Minutes

(a) Minutes of the Previous Meeting

Minutes of the meeting of the Board of Governors held on 28 September 2021 (Document A) were approved as a true record, subject to a minor amendment within minute reference 21.52.

(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.

21.63 Report from the Deputy Pro-Chancellor

The Deputy Pro-Chancellor presented a report (Document C) on key issues, including recommendations from the meeting of the Membership and Nominations Committee held on 4 November 2021. The following matters were highlighted during discussion:

Membership Matters

- Following the retirements of Juergen Maier and Sir David Nicholson from the Board of Governors, there were currently two vacancies within the Independent Governor category of membership. The Board endorsed the proposal of the Membership and Nominations Committee that Duke Dayal and Caroline Wayman be transferred from the Co-opted Governor category to become Independent Governors. It was also agreed that the vacancy created by Sue Fish's departure would be held until such time as the Chair Designate had been appointed (minute reference 21.64 refers);
- David Williams had agreed to assume the role of Governor Lead for Prevent with effect from 24 November 2021;

Re-appointment of the Chancellor

- Sir John Peace had been inaugurated as the University's Chancellor on 1 November 2017 for an initial term of three years. The Board was advised that Sir John was an active Chancellor, presiding at Graduation Ceremonies and Dinners, alumni events and other NTU functions. He was also generous source of advice to the Vice-Chancellor, a fine ambassador for NTU and very well connected in both business and political circles;

Board of Governors External Effectiveness Review

- The Membership and Nominations Committee had discussed the proposed timescale for the external effectiveness review. It was considered that delaying the review would provide opportunity to ensure that recent changes implemented by the Board, including the revised committee structure and the appointment of a Senior Independent Governor, had bedded down successfully within the University's governance processes. It would also provide a timelier report on the performance of the Board which the incoming Pro-Chancellor could progress; and
- Accordingly, it was recommended that questionnaires and interviews be scheduled over summer 2022 and that meeting observations take place in September and October 2022. The final report would be targeted for presentation to the Board in November 2022. It was anticipated that a recommendation relating to the proposed external provider to undertake the review would be presented to the Board of Governors at its meeting on 23 March 2022.

**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 Board approved the recommendation that Sir John Peace be re-appointed as the Chancellor of Nottingham Trent University for a second term of three years effective from 1 August 2021; and
- (iv) that the Board endorsed the proposed timetable for the external governance effectiveness review.

21.64 Succession Planning for the Pro-Chancellor and Chair of the Board of Governors

The Board received a report (Document D) from the Senior Independent Governor (SIG) in relation to the proposed process and timeline for the appointment of the successor for the Pro-Chancellor and Chair of the Board of Governors. The following matters were highlighted during discussion:

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

- The Pro-Chancellor, the Deputy Pro-Chancellor, the SIG, and the Chair of the Employment Policy Committee would reach the end of nine years' service on the Board in October 2023. Whilst under the provisions of the Instrument and Articles of Government the Pro-Chancellor could serve a further year, the Membership and Nominations Committee had considered that three years into a five-year strategy cycle was a sensible time to transition to a new Chair;
- It was recommended that a Pro-Chancellor Search Committee be established to review nominations and the final selections for interviews. The Committee would be chaired by the SIG and the membership would comprise Governors, colleagues and students. This would enable a broad and diverse membership and allow a range of opinions to be included within the process;
- Any Governor interested in applying for the role of Pro-Chancellor and Chair of the Board was welcome to contact either the SIG or the Pro-Chancellor for an informal discussion; and
- The timeline for the process was noted. The Search Committee would be established in early 2022 and regular progress reports would be shared with the Board. It was anticipated that a recommendation for the appointment of Chair Designate would be presented to the Board of Governors in September 2022. An induction process for the Chair Designate would be arranged and it was anticipated that they would join the Board in March 2023, before assuming the role of Pro-Chancellor and Chair in September 2023.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed;
- (ii) that the process and timeline for the appointment of a successor to the Pro-Chancellor and Chair of the Board be approved; and
- (iii) that the Board approved the establishment of a Pro-Chancellor Search Committee.

#### 21.65 Establishment of an Investment Sub-Committee

The Board received a report (Document E) from the Clerk to the Board of Governors in relation to a proposal to establish an Investment Committee as a supporting Committee of the Board of Governors. This matter had been considered by the Strategy, Policy, Finance and Resources Committee and was recommended to the Board with its endorsement. The following matters were highlighted during discussion:

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

- The Investment Committee would provide governance oversight of investments made by the University into an Endowment Fund. The income arising from this would be used to support the NTU Opportunity Fund.

#### **IT WAS RESOLVED**

- (i) that the report be received and endorsed;
- (ii) that the Board approved the establishment of an Investment Committee as a supporting Committee of the Board of Governors;
- (iii) that the Terms of Reference for the Investment Committee be approved and endorsed; and
- (iv) that further information regarding the operational aspects of the Investment Committee be shared with the Board of Governors in due course.

#### 21.66 Vice-Chancellor's Update

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

- The Government's plans for higher education, including its response to the Augar Review and proposals for the Lifelong Learning Entitlement, had not yet been announced. The recent Budget had not incorporated significant matters relating to higher education. Whilst the target for Government spending on research had been retained, the timescales had been delayed;
- The recent announcements in relation to HS2 had confirmed that the line would run to East Midlands Parkway. Major investment for a hub station at Toton was also planned. Subject to the requisite legislation being passed by Government, the creation of the East Midlands Development Corporation would be progressed. This body would oversee the development of the site at Toton and a number of other sites in the region;
- A County Deal proposal for devolution of powers and resources to the City and County Councils was due to be submitted to the Government shortly;
- The University and College Union (UCU) had recently balloted its members at NTU on strike action, or action short of a strike, in relation to its so-called four fights: pay; equality; workload; and casualisation. A mandate had not been secured at NTU and no further information had been received to date regarding a potential re-ballot of members. Discussions would be held with Unison following its decision to ballot its members at NTU for strike action in relation to the 2022 pay award; and

- The University had been awarded £2m through the Office for Students' capital allocation fund to support the development of facilities at the Mansfield HE Hub. The total spend for the project was forecast at c.£2.4m. As this was above the delegated approval levels for capital expenditure, approval was sought from the Board of Governors for the project. The business case for the project had been shared with the Board. The Board approved the capital expenditure for the development of facilities at the Mansfield HE Hub, noting that the majority of the costs were covered by the OfS funding.

**IT WAS RESOLVED**

- (i) that the report be received and endorsed; and
- (ii) that the Board approved the capital expenditure (projected cost c.£2.4m) for the development of facilities at the Mansfield HE Hub.

**21.67 Nottingham Trent Students' Union President's Update**

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

- The NTSU was working closely with the University to support improvements in student satisfaction through the development of case studies and targeted communications regarding student achievements. Q&A and feedback sessions also provided opportunities to engage with students and the outcomes of these discussions would be shared with NTU colleagues as appropriate;
- The establishment of a 'Safe Place' at the rear of the Boots Library had been well received by students. Work continued to create similar spaces at the Brackenhurst and Clifton campuses and, when these were available, it was anticipated that a system would be implemented to monitor usage of the facilities. The NTSU Executive Team had also launched the 'Boogie Safe' campaign, working with stakeholders and venues to ensure that measures were in place to ensure students' welfare;
- The NTSU had welcomed the provision of free ceremonial dress for the graduation ceremonies during the 2021/22 academic year;
- The NTSU was seeking to develop its relationships with local stakeholders. A meeting had been held recently with Nottinghamshire Police with a view to developing a more positive relationship following the challenges experienced during the pandemic;
- The reducing impact of the pandemic had enabled a greater focus on campaign activity, including Black History Month and Islamophobia Awareness Month;
- The Board was advised that feedback received in relation to the Consent Workshops arranged in partnership with NTSU had been positive. The balance of colleague/student delivery had worked particularly well; and
- The NTSU was in a strong financial position. Trading during Welcome Week had been strong and the financial management controls in place had also provided an opportunity to invest in service developments. The Loft venue on the City campus was available for live performances and events, and benefited the local community as well as the NTSU.

**IT WAS RESOLVED**

that the report be received and endorsed.

21.68 Start of the 2021/22 Academic Year and the Covid-19 Response

The Board received a report (Document H) from the Deputy Vice-Chancellor (Academic Development and Performance) and the Chief Operating Officer and Registrar on the start of the 2021/22 academic year and also the University's ongoing Covid-19 response. The following matters were highlighted during discussion:

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

- The University's approach to delivering the majority of teaching and learning in person for the 2021/22 academic year had been well received by students. This approach would continue for terms two and three with teaching delivered in person where it was appropriate to do so;
- Student engagement was being monitored closely. Whilst there had been some concerns early in the term regarding the level of engagement with academic activity, recent data suggested that this was improving. Given the disruption faced by students during the pandemic, focus had been given by schools and professional services to student experience activities which could assist students with settling into campus life, particularly those new to university;
- Arrangements to support Covid-19 testing remained in place and the University continued to encourage the take-up of Covid-19 vaccinations by both students and colleagues;
- Operational planning for terms two and three was underway. It was noted that vital services would remain open during the University's closure period in late December/early January to support those students remaining on campus.

**IT WAS RESOLVED**

that the report be received and endorsed.

21.69 Race Equality Action Plan

The Board received a report (Document I) from the Vice-Chancellor on phase two of the Race Equality Action Plan (REAP2). The following matters were highlighted during discussion:

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

- The Race Equality Action Plan for 2021/22 (REAP2) built upon the previous year's action plan (REAP1) which had been endorsed by the Board of Governors in September 2020;
- REAP2 underpinned the work being undertaken by the Race Equality Charter Self-Assessment Team (RECSAT) as part of NTU's commitment to achieving AdvanceHE's Race Equality Charter. An update on the University's submission to the Race Equality Charter, including data derived from the second NTU race equality survey, was targeted for presentation to the Board at its meeting in March 2022;

- Work would be undertaken to improve representation of diverse groups across NTU, ensuring that students and colleagues were able to engage and influence NTU to strengthen a sense of belonging. This would include a review of the governance, membership and influence of staff networks;
- The University aimed to build upon the work undertaken in relation to gender and race equality to provide the same degree of visibility for other diverse communities; and
- A review of EDI work across the University was underway with a view to addressing the organisational separation of colleague and student EDI activity.

**IT WAS RESOLVED**

that the report be received and endorsed.

21.70 NTU/Confetti London

The Board received a report (Document J) from the Vice-Chancellor in relation to the Confetti London project.

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

**IT WAS RESOLVED**

that the report be received and endorsed.

21.71 University, reimagined

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

(a) Progress Update

The Board received a report (Document K1) from the Vice-Chancellor in relation to the annual progress review of the delivery of the University's strategy covering the period 2020 to 2025: University, reimagined.

**IT WAS RESOLVED**

that the report be received and endorsed.

(b) Strategic Key Performance Indicators 2020/21

The Board received a report (Document K2) from the Vice-Chancellor which provided a consolidated view of the University's performance as measured for 2020/21 against its Strategic Key Performance Indicators (KPIs).

**IT WAS RESOLVED**

that the report be received and endorsed.

21.72 Developments in Post-16 Education

The Board of Governors received a report (Document L) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to developments

in post-16 education. This report had been discussed in detail with the Board at its evening session held on 22 November 2021.

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

**IT WAS RESOLVED**

that the report be received and endorsed.

21.73 Academic Governance

(a) Academic Board

The Academic Board Member presented the unconfirmed minutes from the meeting of the Academic Board held on 3 November 2021 (Document M1).

Academic Board had discussed in detail a range of matters already considered by the Board, including the Race Equality Action Plan and Confetti London. The annual report on Undergraduate Academic Outcomes had also been reviewed and it was noted that the Success for All data had since been shared with the schools.

**IT WAS RESOLVED**

that the report be received and endorsed.

(b) Annual Report on Academic Assurance

The Board received a report (Document M2) from the Clerk to the Board which provided an overview of the academic assurance information presented to the Board of Governors during the 2020/21 academic year. The report formed part of the assurance provided to the Board in relation to its responsibilities in respect of oversight of academic governance.

The reports presented during the year aimed to provide assurance to the Board in relation to the University's compliance with the Office for Students' Conditions of Registration relating to Quality and Standards. It was noted that many of the reports presented previously to the Board of Governors would now be considered by the Academic Assurance and Regulation Committee. An annual report would be prepared by that Committee for consideration by the Board of Governors, with the first such report targeted for November 2022.

**IT WAS RESOLVED**

that the report be received and endorsed.

21.74 Annual Accountability Returns

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

(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 2021 (Document N). This had been



reviewed in detail by the Audit and Risk Management Committee to ensure that adequate financial controls were in place.

A clean audit opinion had been issued following the audit for the year ended 31 July 2021. The Director of Finance and his team were commended for this outcome.

**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 2020/21

The Board received the Internal Audit Service Annual Report 2020/21 (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 2020/21 be accepted and noted.

(ii) Audit and Risk Management Committee Annual Report 2020/21

The Board received the Audit and Risk Management Committee Annual Report 2020/21 (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 2020/21 be approved for submission to the Office for Students.

(iii) Prevent Duty Annual Report 2020/21

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 2021.

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 considered the report reflected the good work being undertaken by the University in relation to Prevent matters.

**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 Deputy Pro-Chancellor and Acting Chair of the Board and, together with the Accountability and Data Return, be submitted to the Office for Students.
- (iv) Data Quality Annual Report 2020/21

The Board received a report (Document O4) from the Chief Operating Officer and Registrar in relation to the data assurance processes in place for the University's statutory and external data returns in the year to 31 July 2021.

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 2020/21

The Director of Finance presented Document P, the Consolidated and University Financial Statements for the year ended 31 July 2021 (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 2 November 2021.

The University continued to deliver a strong financial performance, producing a net cash inflow from operations ahead of forecast due to lower than anticipated operating costs and strong enrolment performance.

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 2021 be approved;
- (iii) that the Deputy Pro-Chancellor and Acting 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;

- (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 Deputy Pro-Chancellor and Acting Chair of the Board of Governors and published thereafter on the University's website.

21.75 Annual Report from the Remuneration Committee

The Board received the Annual Report of the Remuneration Committee for 2021 (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 19 October 2021.

**IT WAS RESOLVED**

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

21.76 Health, Safety and Wellbeing Annual Report 2020/21

The Chief Operating Officer and Registrar presented the Health, Safety and Wellbeing Annual Report for 2020/21 (Document S) for consideration by the Board. The following matters were highlighted:

- 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 and the University Executive Team. In future years, the report would also be presented to the Employment Policy Committee prior to consideration by the Board of Governors; and
- The Health and Safety Team's key priority this year had been, and continued to be, supporting the University to achieve and maintain a Covid-secure work and study environment.

**IT WAS RESOLVED**

that the Health, Safety and Wellbeing Annual Report 2020/21 be received and endorsed.

21.77 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 2 November 2021 (Document T). Matters considered by the Committee had related mainly to the year-end processes.

(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 November 2021 (Document U).

(c) 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 11 November 2021.

The Board also received and noted the minutes of the meeting of the Academic Assurance and Regulation Committee held on 23 September 2021 (Document V), a verbal report having been given at the previous meeting of the Board.

21.78 Nottingham Trent Students' Union

(a) Financial Statements 2020/21

The Board received a report (Document W1) in relation to the Financial Statements of Nottingham Trent Students' Union for the year ended 31 July 2021.

**IT WAS RESOLVED**

that the financial statements of Nottingham Trent Students' Union for the year ended 31 July 2021 be accepted and noted.

(b) NTSU Oversight

The Clerk to the Board presented a report (Document W2) which confirmed that, during the year ended 31 July 2021, 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.

21.79 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.

21.80 Date of Next Meeting

The next meeting of the Board of Governors was scheduled for Tuesday 22 March 2022 at 9.30 am. This would be preceded by presentations and dinner on Monday 21 March 2022.