

NOTTINGHAM TRENT UNIVERSITY

**MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
HELD ON 28 NOVEMBER 2023**

Present

C Wayman, Pro-Chancellor (Chair)	G Love
R Bennett	M Marsden
S Denton	S V Murcott
N Ebbs	J Nelson
Dr A Emuwa	A O'Hara
S Gregory	Professor E W Peck
L Holder	G Walker
P Kenyon	Dr D Wilson
C Leviton	

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)
J A Lacey, Director of Finance for minute references 23.58 to 23.61

Apologies for Absence

Apologies for absence were received from D Dayal and D Williams.

23.50 Welcomes and Farewells

The Pro-Chancellor welcomed Craig Leviton to his first meeting of the Board.

23.51 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.

Craig Leviton noted that he was a Director of a company that advises Unite Students, a provider of student accommodation in the UK. The Clerk to the Board confirmed that this would not represent a conflict in relation to the Board's consideration of the University's student residential accommodation plan (minute reference 23.58).

23.52 Minutes

(a) Minutes of the Previous Meeting

Minutes of the meeting of the Board of Governors held on 25 September 2023 (Document A) were approved as a true record.

(b) Matters Arising

There were no matters arising.

23.53 Report from the Pro-Chancellor

The Pro-Chancellor presented a report (Document B) setting out the recommendations from the meeting of the Membership and Nominations Committee held on 17 October 2023. The following proposals, to be effective immediately, were recommended for approval by the Board:

- that David Williams be appointed as Deputy Chair of the Audit and Risk Management Committee;
- that Grace Walker be appointed as Deputy Chair of the Strategy, Policy, Finance and Resources Committee; and
- that Geoff Love be appointed as a Governor member of the Investment Committee.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the recommendations in relation to membership matters as set out above be approved and endorsed.

23.54 Vice-Chancellor's Update

The Vice-Chancellor provided a report (Document C) updating the Board on matters of importance not covered elsewhere on the agenda. The following matters were highlighted during discussion:

[Some of the detail of this minute has been withdrawn due to its confidential nature.]

- The University continued to provide advice and support to colleagues and students affected by the conflict in Israel and Gaza. The Board was advised that colleagues had welcomed the calm and measured approach adopted by the University. There had been one incident of Anti-Semitic behaviour involving NTU students; the two perpetrators had accepted a community resolution sanction from the Police and had been suspended from the University prior to them attending a formal Disciplinary Hearing;
- The visit from HRH Princess of Wales to the Clifton campus on 11 October had been a great success. Positive feedback was received from Sir John Peace, Lord-Lieutenant of Nottinghamshire and NTU's Chancellor, particularly regarding the contributions of the NTSU President and her team;
- The Deputy Vice-Chancellor (Academic Development and Performance) reported that those institutions, including NTU, which had made representations in relation to their provisional grade awarded for the 2023 Teaching Excellence Framework would receive their confirmed grade from the Office for Students in mid-December;
- Applications received from colleagues for the Mutually Agreed Resignation Scheme (MARS) would be reviewed to consider carefully the impact on remaining workloads and the permanent removal of posts from staff budgets from the areas targeted;
- As discussed with the Board at its away day in September, the consultation on proposals to ensure the sustainability of provision within the School of Arts and

Humanities had now commenced. Governors noted the calm, dignified and measured response by colleagues, and the positive engagement by trades' union representatives in the process. An update on the outcome of the consultation would be shared with the Board in due course; and

- A launch event for Confetti London had been scheduled for 18 March 2024 to coincide with the next Board of Governors' meeting.

IT WAS RESOLVED

that the update be received and endorsed.

23.55 Nottingham Trent Students' Union President's Update

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

- The new system for recruiting course and school representatives was working well and there was increased academic representation as a result. Whilst there were increased numbers these were not however evenly spread across schools. NTSU was working to address this and explore refinements to the process in future years. Society memberships were also greater in number than in previous years. The increased level of engagement in extra-curricular activities was welcomed by the Board, particularly the positive feedback received in relation to the men's mental health campaign;
- NTSU was liaising with Confetti London colleagues and students to understand their specific needs and thereby enable them to target support accordingly;
- NTSU continued to work closely with the University of Nottingham Students' Union on the Nottingham Students' Partnership. A positive meeting with local MPs had been held recently to discuss a range of issues affecting students, including maintenance loans and student accommodation; and
- There had been a positive start to the new academic year and NTSU's financial position was strong. This had been driven largely by the investment made in the Clifton retail shop, and opportunities to expand this success to other campuses were being explored.

IT WAS RESOLVED

that the report be received and endorsed.

23.56 The Student Voice

The Board received a report (Document E) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to the mechanisms in place to hear feedback from students and how this, together with other sources of data, are used to respond to the needs of current and future students. This paper was issued also to the Board of Governors for detailed discussion at its evening session on 27 November 2023.

The following matters were highlighted during discussion:

- Governors noted that further opportunities to interact directly with students would be welcomed. It was noted that graduation ceremonies may provide opportunity for these conversations; Governors were welcome to attend and the dates for the July 2024 ceremonies would be circulated to the Board for information. Governors may also find engaging directly with the Black Leadership Programme and the Alumni Fellows programme beneficial. The Clerk to the Board would circulate a schedule of events taking place throughout the year and invite attendance;
- The Board was advised that course assemblies provided useful opportunities for course leaders to engage informally with their student body. The increase in course representatives through the NTSU had been welcomed by the academy, and as noted above, opportunities to address the uneven distribution of course representatives were being explored; and
- The Student 2025 project, run by the Centre for Academic Development and Quality, followed a group of 100 students, who were now entering their third year of study, throughout their University experience. The quantitative and qualitative outputs from the project could be shared, when available, at a future evening session of the Board of Governors.

IT WAS RESOLVED

- (i) that the report be received and endorsed;
- (ii) that opportunities for Governors to interact directly with students be considered and information shared accordingly with the Board; and
- (iii) that a report on the Student 2025 project be targeted for a future evening session of the Board of Governors.

23.57 University, reimagined

(a) Enriching Society Update

The Board received a report (Document F) from the Vice-Chancellor in relation to the proposed approach to optimising the impact of current civic engagement activities in Clifton to support delivery of the Enriching Society theme of *University, reimagined*. The following matters were highlighted during discussion:

- Following the successful approach adopted in Mansfield and Ashfield, it was proposed that NTU progress a second place-based initiative focused on the Clifton Estate in Nottingham. This was noted to be particularly timely due to the recent award of Government funding to Clifton to establish a Towns Board;
- Stakeholder engagement had been a key factor in the success of the Mansfield and Ashfield programme. The University would explore with existing partners and local community groups potential opportunities for NTU to make a greater contribution in the area. There may also be some elements of the NTU Foresight 'Future of Cities' report relevant to Clifton; and

- It was anticipated that any costs associated with the project were likely to be primarily in-kind in nature. In order to comply with charitable regulations, any activities undertaken would need to benefit either the University or its students.

IT WAS RESOLVED

- (i) that the report be received and noted; and
 - (ii) that the proposal to enhance and develop further community engagement activities in Clifton for mutual benefit of the University and the local community be endorsed by the Board of Governors.
- (b) Review of Key Performance Indicators 2022/23

The Board received a report (Document G) from the Vice-Chancellor in relation to the consolidated view of the University's performance against the strategic KPIs as measured throughout the 2022/23 academic year. This included an assessment of overall trends and likelihood of meeting the current targets through to 2025.

The University was currently below target for five measures and had met or exceeded targets in six measures. Governors commended the University for the positive progress made in 2022/23 and noted the challenges experienced in meeting all targets. It was noted that more work was required to improve the percentage of Black, Asian and Minority Ethnic colleagues within the leadership community. Internal promotions data demonstrated that there was a strong pipeline of candidates developing in roles across the University.

The Board advised that the use of BAME terminology within a report of this nature was not appropriate. It was confirmed that this would be addressed in future reports.

The Board was advised that a range of activities were ongoing across the University to drive inclusion. Colleagues were also being encouraged to disclose their personal EDI characteristics to enable better monitoring.

IT WAS RESOLVED

that the report be received and endorsed.

- (c) Proposed Extension of University, reimagined

The Board received a report (Document H) from the Vice-Chancellor in relation to the proposal to extend *University, reimagined* strategy for an extra year, to 2026.

Given the disruption caused by the Covid-19 pandemic in the delivery of the early stages of the Strategy and potential changes in the political landscape for higher education with the next General Election, the Board supported the proposal to extend *University, reimagined* to cover the period 2020 to 2026.

The suite of refreshed KPIs to 2026 was endorsed. The revised schedule of deep dive reports to the Board of Governors was approved, subject to review in the future if necessary.

IT WAS RESOLVED

- (a) that the report be received and endorsed;
- (b) that the extension of *University, reimagined* to 2026 be approved;
- (c) that the suite of refreshed KPIs to 2026 be approved; and
- (d) that the revised reporting schedule for strategic KPIs be approved, subject to review in the future.

23.58 Redacted Item

[This minute has been withdrawn due to its confidential nature.]

23.59 Nottingham Trent Students' Union

(a) Governance Review

The Board received a report (Document J) from the NTSU President in relation to the periodic review of the governance arrangements of Nottingham Trent Students' Union.

The Board was advised that the proposed revisions to the Memorandum and Articles of Association (Document J1) had been reviewed and approved by the NTSU Board of Trustees and its Student Membership. The Relationship Agreement between NTSU and the University (Document J2) had also been updated to reflect minor changes to references within the agreement.

IT WAS RESOLVED

- (i) that the report be received and endorsed;
- (ii) that the Memorandum and Articles of Association of Nottingham Trent Students' Union be approved; and
- (iii) that the Relationship Agreement between Nottingham Trent University and Nottingham Trent Students' Union be approved.

(b) Financial Statements 2022/23

The Board received a report (Document K) from the NTSU President in relation to the Financial Statements of Nottingham Trent Students' Union for the year ended 31 July 2023.

The Board was advised that the Financial Statements were reviewed in detail by the Audit and Risk Management Committee at its meeting held on 7 November 2023, and that these had been approved also by the NTSU Board of Trustees.

The NTSU President confirmed that a clean audit opinion had been issued following the audit for the year ended 31 July 2023.

IT WAS RESOLVED

that the financial statements of Nottingham Trent Students' Union for the year ended 31 July 2023 be accepted and noted.

(c) Compliance Review

The Clerk to the Board presented a report (Document L) which confirmed that, during the year ended 31 July 2023, 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.

23.60 Academic Governance

(a) Academic Board

The Board received the unconfirmed minutes from the meeting of the Academic Board held on 8 November 2023 (Document M1).

Academic Board had discussed in detail a range of matters relating to students, teaching and research. Academic Board had reviewed in detail the annual reports relating to student regulations and the results from national student surveys.

IT WAS RESOLVED

that the report be received and endorsed.

(b) Academic Board Annual Report 2022/23

The Board received the Academic Board Annual Report 2022/23 (Document M2) which provided an overview of the work of the Academic Board during the academic year.

Members were advised that 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. The report had been presented also to the Academic Assurance and Regulation Committee.

IT WAS RESOLVED

that the report be received and endorsed.

(c) Annual Report from the Academic Assurance and Regulation Committee

The Board received the Academic Assurance and Regulation Committee Annual Report for 2022/23 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).

IT WAS RESOLVED

that the report be received and endorsed.

23.61 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 2023 (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 2023. The Board commended the Director of Finance and his team 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 2022/23

The Board received the Internal Audit Service Annual Report 2023/23 (Document O1). The report confirmed that the arrangements for risk management, control, governance and value for money were adequate and effective.

The Audit and Risk Management Committee had welcomed the revised arrangements for the provision of internal audit services and had confirmed its support for the University to extend the current interim arrangement.

IT WAS RESOLVED

that the Internal Audit Service Annual Report for 2022/23 be accepted and noted.

(ii) Audit and Risk Management Committee Annual Report 2022/23

The Board received the Audit and Risk Management Committee Annual Report 2022/23 (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 2022/23 be approved and endorsed.

(iii) Prevent Duty Annual Report 2022/23

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 2023.

The report had been considered by the Prevent Steering Group and also by 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 2022/23

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 2023.

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 2022/23

The Director of Finance presented Document P, the Consolidated and University Financial Statements for the year ended 31 July 2023 (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 7 November 2023.

The University had delivered a strong financial performance and all financial key performance indicators had been exceeded. Net cash inflow from operations had been marginally behind forecast due to the challenging financial environment.

The Audit and Risk Management Committee had suggested that additional commentary be included in the financial statements in future years regarding the strategic themes and risks for the University.

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 2023 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.

23.62 Annual Report from the Remuneration Committee

The Board received the Annual Report of the Remuneration Committee for 2023 (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 14 November 2023.

IT WAS RESOLVED

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

23.63 Equality, Diversity and Inclusion(a) Equality, Diversity and Inclusion Annual Report 2022/23

The Board received a report (Document S1) from the Deputy Vice-Chancellor (Academic Development and Performance) which provided an overview of the equality and diversity activity undertaken during the 2022/23 academic year. The following matters were highlighted during discussion:

- Changes to the leadership structure for equality, diversity and inclusion (EDI) had been implemented during the year. Further enhancements were underway and planned in relation to developing and embedding EDI activities across the University. This included greater involvement of the staff network groups and NTSU societies. A more detailed EDI report would be prepared for future years which showcased the work undertaken at the University;
- An institutional EDI plan was being developed and would be shared with the Board at a future meeting; and
- The University was preparing its submission for the Athena SWAN Silver award next year. It was noted that Advance HE had launched a consultation process in relation to adopting a more integrated approach to charters, such as Athena SWAN and the Race Equality Charter.

IT WAS RESOLVED

that the Equality, Diversity and Inclusion Annual Report 2022/23 be received and endorsed for publication on the University's website.

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

The Board received a report (Document S2) from the Deputy Vice-Chancellor (Academic Development and Performance) in relation to progress with the Race Equality Action Plan (REAP 3). The following matters were highlighted during discussion:

- Good progress had been made on the actions outlined within the REAP3. It was intended that future work would be integrated into the University-wide EDI plan being developed to support the delivery of *University, reimagined*; and
- Governors noted that the ethnicity classifications for the data presented regarding improving representation of colleagues from Black and other underrepresented ethnicities and particularly the use of the BAME terminology should be reviewed and updated. Feedback would be provided to colleagues in Organisational Development.

IT WAS RESOLVED

that the report be received and endorsed.

23.64 Health, Safety and Wellbeing

(a) Health, Safety and Wellbeing Annual Report 2022/23

The Chief Operating Officer and Registrar presented the Health, Safety and Wellbeing Annual Report for 2022/23 (Document T1) 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 Audit and Risk Management Committee at its meeting held on 7 November 2023.

The Board was advised that regular reports on health and safety matters would be presented to the Audit and Risk Management Committee. It was also proposed that a separate report be prepared in future years in relation to Wellbeing, and that this be presented to the Employment Policy Committee. The Audit and Risk Management Committee would continue to receive the Health and Safety Annual Report.

Governors queried their health and safety responsibilities in relation to colleagues who were working from home. It was confirmed that the University provided advice and guidance to colleagues in this regard. The Chief Operating Officer and Registrar would brief the Audit and Risk Management Committee on the arrangements in place to support colleagues working from home, and update the Board thereafter. It was noted that no colleagues were contractually required to work from home.

IT WAS RESOLVED

- (i) that the Health, Safety and Wellbeing Annual Report 2022/23 be received and endorsed;
- (ii) that for 2023/24 onwards, a Health and Safety Annual Report and a Wellbeing Annual Report be prepared; and
- (iii) that the Audit and Risk Management Committee be briefed on the arrangements in place to support colleagues working from home.

(b) Health and Safety Policy

The Board received a report (Document T2) from the Chief Operating Officer and Registrar in relation to proposed revisions to the University's Health and Safety Policy. The Policy had been reviewed by the Audit and Risk Management Committee and was recommended for approval by the Board.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Health and Safety Policy and Management System be approved.

23.65 Policy Updates

The Board received a report (Document U) from the Clerk to the Board of Governors in relation to proposed revisions to the University's Anti-Bribery Policy, Conflicts of Interest Policy, and Counter Fraud Policy. These had been reviewed by the Audit and Risk Management Committee and were recommended for approval by the Board.

The Board queried the process in relation to managing conflicts of interest. The Clerk to the Board confirmed that the University maintained a Register of Interests which was reviewed annually. The Register included the members of the Board of Governors and supporting Committees, the University Executive Team, and the University Leadership Team, plus some specific role-holders across the University. The Register would be shared with the Board.

Following approval by the Board, the policies would be disseminated to all colleagues. An update on the implementation process would be shared with the Audit and Risk Management Committee.

IT WAS RESOLVED

- (i) that the report be received and endorsed; and
- (ii) that the Anti-Bribery Policy, the Conflicts of Interest Policy and the Counter Fraud Policy be approved;
- (iii) that the University's Register of Interests be shared with the Board of Governors; and
- (iv) that an update on implementation of the policies be shared with the Audit and Risk Management Committee.

23.66 Business from Standing Committees

(a) Employment Policy Committee

The Board noted the unconfirmed minutes of the meeting of the Employment Policy Committee held on 17 October 2023 (Document V1).

The Chair of the Committee noted the positive work undertaken in relation to industrial relations and the development of a distinctive reward offer for colleagues.

(b) Investment Committee

The Board noted the unconfirmed minutes of the meeting of the Investment Committee held on 27 October 2023 (Document V2).

(c) Audit and Risk Management Committee

The Board noted the unconfirmed minutes of the meeting of the Audit and Risk Management Committee held on 7 November 2023 (Document V3).

The Chair of the Committee noted that reports in relation to the reviews of the Confetti X project and Confetti London had been considered. The Board endorsed the Committee's proposal that a broader review of the University's

relationship with Confetti be undertaken to ensure these remained appropriate and robust.

The Board also received and noted the minutes of the meeting of the Audit and Risk Management Committee held on 19 September 2023 (Document V4), a verbal report having been given at the previous meeting of the Board.

(d) 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 13 November 2023 (Document V5).

The Chair of the Committee noted that annual reports had been received in relation to the University's research income and fundraising activities. An update in relation to the University's plans to reduce carbon emissions was also discussed.

(e) Academic Assurance and Regulation Committee

The Board noted the unconfirmed minutes of the meeting of the Academic Assurance and Regulation Committee held on 16 November 2023 (Document V6).

The Chair of the Committee noted that a range of matters had been discussed, including the impacts of staff development on learning and teaching and the emergence of artificial intelligence. The Committee had received also a report outlining progress made to date in addressing the degree outcomes gap between black and white students.

23.67 Overview of the University's Subsidiary Company Structure

The Board received and noted a report (Document W) which provided an overview of the University's subsidiary company structure.

23.68 Application of the Corporation Seal

The Board 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.

23.69 Any Other Business

- (a) Artificial Intelligence: The Board noted the developments in AI and queried whether the University had appropriate arrangements in place to ensure this was not being used inappropriately. The Deputy Vice-Chancellor (Academic Development and Performance) confirmed that guidance on the use of AI had been shared with colleagues and the University also recognised that these technologies may be used differently across the academy. It was suggested that AI may be an interesting topic for a future evening session of the Board, reviewing both the challenges and opportunities it presented.

- (b) Strategic Investment: The Board noted that, in the context of financial planning, a discussion regarding potential areas of future strategic spend would be welcome.

23.70 Date of Next Meeting

The next meeting of the Board of Governors was scheduled for 19 March 2024.