

Minutes

Title:	Board of Directors
Date:	2 October 2019
Time:	16.00
Place:	Rm 2.09

Present:	Prof Janusz Jankowski	Chair of the Board
	Alex Bols	Vice-Chair of the Board
	Charles Hunt	Board Member – Vice-Chancellor
	David Leppard	Board Member
	Rob McCoy	Board Member
	Jayne Morley	Board Member
	Isabel Nisbet	Vice-Chair of the Board
	Jeremy Olsen	Board Member
	Richard Salter	Board Member
	Jackie Westaway	Board Member
In Attendance:	Allan Scott	Clerk to the Board & Company Secretary (Secretary)
	Sharon Potter	Deputy Vice Chancellor (Education)
	Joanna Smith	Finance Director
	Steve Vogel	Deputy Vice Chancellor (Research)

That Items 9 & 11 contain details of a highly confidential nature and will therefore not be available for public release.

1. Welcome & Apologies for Absence

1.1 Noted: That apologies were received from:

Azlina Bulmer	Board Member
Sean Bonnington	Special Advisor
Kaitlin Coulson	Board Member
Gael Dundas	Board Member
Andrew Kent	Board Member
Raymond Lee	Board Member
Carol Reid	Special Advisor

1.2 Noted: That Charles Hunt and Jackie Westaway left the meeting at 17.30 but that the Clerk of the Board counted the participants and confirms that the meeting was quorate the whole time.

2. Declarations of Conflicts of Interest

2.1 Noted: That further to the entries in the Register of Interests and Loyalties, there were no declarations of interest specifically referencing anything within the agenda of this meeting.

3. Minutes of the Last Meeting (19 June 2019) (BoD-19-01-03)

3.1 Agreed: That the minutes of the last meeting were a correct and accurate record.

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4. Matters Arising from Minutes of the Last Meeting (BoD-18-04-04)

<i>Actions from the Board of Directors meeting on 19 June 2019</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Clerk to the Board	3.1	Minutes of the Last Meeting That the date of the meeting be changed from 2018 to 2019.	Complete
		Item Restricted due to Commercial Confidentiality	
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Deputy Vice-Chancellor (Education); Clerk to the Board	18.1	Board Member SharePoint/ Systems Access Clerk to the Board and Deputy Vice-Chancellor (Education) to discuss possibility of requesting a Confidential Board area from UCO's E-Learning Manager. <i>July 2019 – superseded. Chair and Clerk in discussions about this area and paper likely to appear at Board October 2019.</i>	Complete

<i>Previous Actions from the Board of Directors meetings</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Company Secretary	March 2019 01	UCO Shareholders That the Company Secretary asked a series of questions to the Board, answers as follows: 1. The Board authorises the Company Secretary to send a letter to those shareholders who failed to respond to both the 2018 and 2019 AGM mailings outlining that UCO are undertaking a shareholder cleansing exercise and giving them four months to respond before being deemed to have transferred their share. The word "cleansing" is to be replaced by "updating records." 2. The Board did not deem it necessary for a reminder letter to be sent after two months. 3. The Board feels that the two AGM mailings, one letter plus a UCO website posting provides "reasonable endeavour" to the attempt to contact currently untraceable shareholders. 4. After some debate, the Board approves sending the letter to those who were on the pre-2018 "no contact details known" or "post returned" list on the grounds that the communication attempt needs to be evidenced. 5. The Board does not require sending the letter to those on the pre-2018 deceased list as the list can be deemed to be accurate even without evidenced documentation. 6. The Board does not require the letter to be sent by some form of signature-requiring post. 7. The Board agrees that £1 for each share should be stored in trust in case of future enquires by deemed transferred shareholders or relatives. <i>Mar 2019 – This will be ongoing beyond Board June 2019</i>	Ongoing

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		<i>as work cannot take place until after AGM. It will most likely be delayed until January 2020 due to graduation organisation.</i>	
	March 2019 02	<p>Academic Council attendance of Board members</p> <p>That Alex Bols is interested and Clerk to the Board to contact him.</p> <p><i>September 2019 – Alex attended AC 4 September 2019 and has been added to the mailing list.</i></p>	Complete

5. Chair's Actions

5.1 Noted: That Alex Bols has been confirmed as a joint Vice-Chair together with Isabel Nisbet.

6. Conflicts of Interest Policy & Member's Registers of Interest 2018-19

6.1 Noted: That both the Chair of the Board and the Clerk to the Board re-iterated that all Board Members and Special Advisors had to hand in their signed forms in order that the external audit could be signed off. The Audit Clearance Meeting is 16 October 2019.

6.2 Action: That all Board Members return their Conflicts of Interest forms.

Action: ALL

7. Finance & Estates Committee

- **Board Member/Special Advisor for Finance & Estates Committee**

7.1 Noted: That a new member will need to be recruited to FEC, most likely as a co-opted Board Member. Business and finance knowledge will be needed to complement the commercial property knowledge brought by David Leppard. The preferred option would be to get someone in place this year.

7.2 Action: All Board Members to come forward if they know possible good candidates, preferably before end October 2019.

Action: ALL

8. Audit & Risk Committee; Internal Audit

8.1 Approved: That the Clerk to the Board, on behalf of ARC, proposed Board Member Jayne Morley be appointed as an ARC Member. This proposal was unanimously accepted by the Board.

8.2 Noted: That the ARC Annual Report was postponed until Board November 2019.

8.3 Approved: That the UNIAC Annual Report 2018-19 and UNIAC Internal Audit programme for 2019-20 had been recommended by ARC and were approved by the Board. It was noted that Estates and the new building had been discussed at ARC but it was decided not to audit this due to the potential sensitivity of the project.

9. Item Restricted due to Commercial Confidentiality

10. Financial Summary

10.1 Noted: That operating expenses have been slightly lower than anticipated and an example was cladding repairs budgeted for were not required following survey. There have also been some expenses moved from revenue to capital expenditure. One large and un-budgeted expense had been the ICT backup system.

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10.2 Noted: That a question was asked with regards to the change in calculation for grants given to high-cost subjects upon which the answer was given that the status of osteopathy had not changed very much, although it is something the Finance Director is monitoring.

10.3 Action: That a question was asked about dropout rates, to which the answer was that UCO's figures were not unusual. Transfers are negligible. Deputy Vice-Chancellor (Education) to circulate dropout statistics over the past few years to the Board via the Clerk of the Board.

Action: Deputy Vice-Chancellor (Education)

11. Item Restricted due to Commercial Confidentiality

12. Board Communication

12.1 Agreed: That the Clerk to the Board presented and the Board agreed the paper on creating a secure portal for Board and sub-committee documents instead of them being sent by email and therefore at risk of hacking. It was agreed that downloading documents would be allowed but that cybersecurity training done at the Board meeting in addition. Clerk to the Board to discuss with ICT Director.

Action: Clerk to the Board

12.2 Agreed: That, at the initial suggestion of the Chair of the Board, a WhatsApp group be set up to allow communication between Board members outside of Board meetings. The exact membership was not decided but the Clerk to the Board is going to email Board members and ask them to choose between the following three options:

- Only non-executive directors plus Clerk to the Board
- All Board Members plus Clerk to the Board
- All Board Members plus Vice-Chancellors Group plus Clerk to the Board

Action: Clerk to the Board

12.3 Noted: That if any Board Member is uncomfortable about this process, it will be subject to reconsideration.

13. Board Development Presentations

13.1 Action: That the Board wished to have development sessions. Topics will be discussed by Board Members once the WhatsApp Group action under 12.2 has been worked out.

Action: ALL

13.2 Action: That Clinic will remain on the list of topics to be presented.

Action: Clerk to the Board

14. Board Strategy Day

14.1 Action: That suggestions were made as follows and will be taken forward by the Chair of the Board:

- Blue Sky Thinking.
- Benchmarking with other external organisations.
- Any new or significant developments within the education sector.
- Performance against 5-year-plan and check-in on Key Performance Indicators (KPIs).

Action: Chair of the Board

14.2 Action: That the Clerk to the Board will arrange for photos to be taken of each Board member on the day as UCO will start displaying these against the Board member profiles on the website.

Action: Clerk to the Board

15. Board Chair & Board Member Contact details

15.1 Action: That the Chair of the Board would like consent from Board Members to obtain their mobile numbers and email addresses. Clerk of the Board to email all Board Members and request this.

Action: Clerk to the Board

16. Starred Items

16.1 Noted: That the Clerk to the Board explained how the Starred Items on the Agenda should work, please see point S.0 below for this and decisions made by the Board thereof.

16.2 Action: That there was slight concern noted about Board Members not having enough contact with departments within their own speciality, the view was expressed that Board Members could meet the SMT Head in advance of future Board meetings. Clerk to the Board is to write discussion paper on how Board Members could keep in touch with UCO areas for November 2019.

Action: Clerk to the Board

16.3 Action: Deputy Vice-Chancellor (Education) mentioned a place she used to be governor, there was a form for SMT to fill out for information of the Board. She is to share this with the Clerk.

Action: Deputy Vice-Chancellor (Education)

17. Any Other Business

17.1 Noted: That the Board wished to put thanks to the three Board Members who retired in June 2019, Fatimah Ayoade; Anthony Bickmore & Francesca Wiggins. The Chair of the Board will write to them with assistance from the Clerk to the Board.

17.2 Noted: That the Board, via the Chair and Clerk wished to thank Isabel Nisbet for her excellent work as Acting Chair of the Board between March and July 2019, in particular her work recruiting a new chair and her generous time given supporting the Clerk, especially with regards to the AGM.

17.3 Noted: That Isabel Nisbet also wished to thank Alex Bols for supporting her as Acting Vice-Chair during her tenure.

17.4 Noted: That, under Matters Arising, Isabel had also raised the point that the current setup of the AGM was highly unsatisfactory and urged the Board to support any proposals brought to the Board by the Clerk to move forward, a sentiment endorsed by the Chair. The Vice-Chancellor pointed out for context that HEFCE, predecessor body to OfS, had clarified that a shareholder structure was compatible with university designation.

17.5 Action: That the Board expressed interest in the Access and Participation Plan being shared with them. The Plan is first to be considered by Widening Participation & Admissions Strategy Group (WPSAG), then Academic Council, but the Deputy Vice-Chancellor (Education) will share the document with Board Members after that process.

Action: Deputy Vice-Chancellor (Education)

17.6 Noted: That the meeting ended at 18.03.

S. Starred Items

S0.1 Noted: That in order to allow sufficient time for the effective discussion of significant and substantial items at Board meetings, the starring system previously introduced has been converted into an additional agenda that is only discussed if Board Members request an item to be discussed from the Clerk of the Board before the meeting. These items will tend to be ones which have been discussed by sub-committees and are therefore only sent to the Board for information or items which the sub-committee chair has specified are not substantive. Starred items are sent to Board Members as part of the meeting papers and are noted in the minutes on the basis that Board Members have read and are happy with them.

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S1. Freedom of Information (Fol) & Subject Access Requests (SAR)

S1.1 Noted: That these have been discussed in detail at ARC but were noted here without discussion as per S0.1.

S2. Risk overview

S2.1 Action: That these have been discussed in detail at ARC but were noted here without discussion as per S0.1.

S3. Minutes of Academic Council

S3.1 Noted: That this item was discussed at the prior request of the Clerk to the Board.

S3.2 Noted: That Alex Bols attended Academic Council on 4 September 2019 and that he is on the distribution list for receiving papers and attending meetings in the future.

S3.3 Action: That another institution that a Board Member sits on encourages their Board Members to attend their Academic Council equivalent once per year. Clerk of the Board to check with Academic Council Chair (Vice-Chancellor) whether this would be an acceptable suggestion to him.

Action: Clerk to the Board

S4. Minutes of Audit & Risk Committee (Final – 7 November 2018)

20 May 2019

20.1 Noted: That these have been discussed at ARC but were noted here without discussion as per S0.1.

S5. Minutes of Finance & Estates Committee

22 May 2019

21.1 Noted: That these have been discussed at FEC but were noted here without discussion as per S0.1.

S6. Minutes of Fundraising Committee

S6.1 Noted: That there were no minutes from Fundraising Committee to present at this meeting.

S7. Board Nominations Committee

Summary of meetings between March 2018 and June 2019

S7.1 Noted: That there were no minutes from Board Nominations Committee to present at this meeting.

S8. Minutes of Remuneration Committee of the Vice-Chancellor's Group

S8.1 Noted: That there were no minutes from Remuneration Committee of the Vice-Chancellor's Group to present at this meeting.

S9. Graduation Date 2019

S9.1 Noted: That the graduation date has been emailed to Board participants but was noted here as 26 November 2019 without discussion as per S0.1.

S10. Rolling Agenda for 2018/19

S10.1 Noted: That this was noted without discussion as per S0.1.

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S11. Dates of Future Meetings

S11.1 Noted: That these were noted here without discussion as per S0.1:

Date	Time
20 November 2019	16.00
11 March 2020	16.00
17 June 2020	16.00

AGREED