

Title:	<b>Board of Directors</b>
Date:	<b>13 July 2023</b>
Time:	<b>14.00</b>
Place:	<b>Microsoft Teams</b>

<b>Present:</b>	Prof Joanna Price Mike Balcombe Chris Costigan Richard Eastmond Charles Hunt David Leppard Dr Monika Nangia Jeremy Olsen Sharon Potter Evita Stucky	Chair of the Board Board Student Member Board Member Board Member Vice-Chancellor, Board Member* Board Member Board Member Board Member Acting Vice-Chancellor, Board Member* Board Student Union President Member
<b>In Attendance:</b>	Allan Scott John Rushforth Steve Vogel	Clerk to the Board & Company Secretary (Secretary) Advance HE Governance Consultant Deputy Vice Chancellor (Research)

\* The appointment of the Acting Vice-Chancellor (substantive Deputy Vice-Chancellor Education) was approved at the start of item 2. The Board also approved the appointment of Sharon Potter as a Director.

## 1. INTRODUCTION

### a) Welcome

1.1 Noted: That the Chair welcomed everybody to the Board meeting and expressed sincere thanks to Charles Hunt, whose final Board meeting this was. On behalf of the Board and previous Board members, the Chair noted all he had done for UCO and British School of Osteopathy (BSO) before it. He led the institution through good, as well as difficult, times and his unstinting optimism in the face of many challenges had been invaluable.

Charles had achieved a significant amount and led UCO through transformational change including acquiring University College status and Taught Degree Awarding Powers (TDAP) and a very credible recent REF submission. Charles had shown true leadership through unprecedented challenges such as Covid and the Clinic Fire. It was noted that the Board respected Charles' decision to leave because he did not support the direction of travel, and recognised that he had behaved with ultimate professionalism and openness and that it had been a pleasure working with him. He will be a true loss to the organisation and this is indeed a sad time.

1.2 Noted: That although the quorum of 8 was not met at the start of the meeting, the joining of Monika Nangia and Evita Stucky after about 10 minutes meant that the quorum was met for the rest of the meeting. There is therefore no requirement to ratify any decisions in writing following the meeting.

### b) Apologies for Absence

1.3 Noted: That apologies were received from Sean Bonnington, Special Advisor; Dr Jo-Anne Carlyle, Board Member; Charles Hindson, Board Member; Jayne Morley, Board Member; Martin Pendry, Board Staff Member; Joanna Smith, Finance Director and Jackie Westaway, Vice-Chair of the Board.

### c) Declarations of Conflicts of Interest

1.4 Noted: That further to the entries in the Register of Interests and Loyalties, there were no declarations of interest declared.

**d) Minutes of the Last Meeting/s and Redactions:**

• **14 June 2023**

1.5 Approved: That, subject to a couple of minor amendments, the minutes were taken as an accurate reflection of the meetings and the redaction suggestions were approved.

**e) Board Action Register**

1.6 Noted: That the action register was noted.

## **2. STRATEGIC ITEMS**

### **Acting Vice-Chancellor appointment**

2.1 Noted: That the Search Committee established after the resignation of the Vice-Chancellor to fill the position of Acting Vice-Chancellor **[REDACTED]**. The Search Committee recommended that Sharon Potter be appointed who was asked to leave the meeting while the recommendation was discussed by the Board.

2.2 Approved: That the recommendation to appoint Sharon Potter as UCO Acting Vice-Chancellor was approved by the Board to take place with immediate effect. The Chair also asked the Board to approve the appointment of Sharon Potter as a Director (the ex-officio position UCO Executive Board Member) which they duly did.  
The outgoing Vice-Chancellor will remain at UCO until 31 July 2023 and will support the transition and handover to the Acting Vice-Chancellor.

On behalf of the Board, the Chair congratulated Sharon Potter on being appointed Acting Vice-Chancellor and said the Board looked forward to working with her. The Acting Vice-Chancellor thanked the Board and formally thanked the outgoing Vice-Chancellor for having given her the opportunity to work closely with him as a member of the Executive which had given her the skills and experience necessary to take on the Acting Vice-Chancellor role.

2.3 Action: That the regulators will be informed of this development. The outgoing Vice-Chancellor is to contact the General Osteopathic Council (GOsC); the Clerk is to inform Office for Students (OfS) and Companies House.

**Action: Vice-Chancellor; Clerk to the Board**

### **AECC Merger Update**

2.4 Noted: That the report given to the Board meeting and Board email updates summarising progress with the AECC project since the Board meeting on 14 June 2023 were noted. The AECC Board had met this morning to formally approve the process for starting talks with UCO.

#### **[REDACTED]**

The Exclusivity Agreement has been agreed between both AECC and UCO and will be signed by both Chairs. This specifies that all external communication on the merger negotiations will have to be agreed between both parties before being released.

As far as internal communications are concerned, the change within the Vice-Chancellor's office will be announced on Monday 17 July with announcement on the merger discussions taking place in the middle of the week.

**Post meeting note: The announcements were made on the same day acting on feedback from the SMT that to separate them would result in significant uncertainty and disquiet.**

Various meetings will be set up to enable question and answer sessions for staff and students. Other stakeholders such as shareholders and partner organisations will also be informed. The Chair of the Board will hold a meeting with staff at UCO on Tuesday 1 August 2023. Once the process has reached Heads of Terms stage, there will be joint briefings consisting of AECC and UCO.

The outgoing Vice-Chancellor is going to inform certain external stakeholders such as Buckingham Palace, Barclays Bank, some fundraising contacts and the Institute for Osteopathy (iO) this week.

### 3. DECISION ITEMS

#### Transitional Working Group (TWG)

- **Terms of Reference (to approve)**
- **Minutes of FPWG (to note)**
  - **6 June 2023**
  - **26 June 2023**

3.1 Noted: That this item is to approve the establishment of the TWG to replace the Future-Proofing Working Group (FPWG) and to agree Terms of Reference and Membership. The proposal is that the TWG remains in place until a formal project oversight structure had been agreed for the AECC-UCO merger process. Membership includes independent Board members from the FPWG, the Acting VC, the UCO Staff Member (a practicing osteopath), the Finance Director and Jo-anne Carlyle.

3.2 Noted: That the question was raised as to how the membership for this group was chosen and the governance practice surrounding it. It was explained that the composition was established taking a pragmatic approach. It was appropriate to retain members of FPWG, ensuring the Acting Vice-Chancellor and a practicing osteopath were members. Jo-anne Carlyle had been invited to join because of the role she has played in liaising with and supporting the Executive following the Board meeting June 2023.

3.3 Approved: That the TWG Terms of Reference and membership were approved by the Board.

3.4 Noted: That the FPWG minutes from 6 and 26 June 2023 were noted by the Board.

#### Senior Staff Remuneration-Delegation

3.5 Noted: That following the decision made at a previous Board meeting, UCO now has to make some staffing changes in the senior leadership team, as part of which the issue of severance payments may arise. Given the need for flexibility and practice common in other Higher Education Institutions (HEIs), it would be appropriate for the Board to delegate to the Chair of the Board, acting on the advice of the Remuneration Committee, the power to make specific decisions on its behalf, so long as these are consistent with an agreed Policy of the Board. In this context, the most appropriate policy would seem to be compliance with the "CUC Guidance on Decisions Taken about Severance Payments in HEIs".

As stated in the UCO Senior Pay Policy, the relevant senior staff currently comprise members of the Vice Chancellor's Group and includes the Vice Chancellor him or herself and senior staff of professorial rank. Consistent with that policy (10.5) the express approval of the Board of Directors will continue to be required for any severance payment in excess of £100k.

3.5 Noted: That the question was asked whether RemCo itself, rather than only the Chair of the Board, should be the point of approval. It was highlighted that the current RemCo Terms of Reference do not have the provision for delegation. Other HEIs delegate the authority to the Chair (taking into account the advice of the Remuneration Committee) in order to allow for greater flexibility and timely resolution during negotiation. The safeguard is that everything to do with the negotiation and agreement is reported back to the Board. The Chair of RemCo confirmed he was happy with this proposal.

3.7 Approved: That the Board approved the proposal to delegate the power to make specific decisions on its behalf in line with agreed policy to the Chair of the Board, acting on the advice of the Remuneration Committee.

### **Financial Regulations & Conflicts of Interest policies**

3.8 Noted: That these documents are agreed by ARC and approved by the Board annually. The Financial Regulations and Fraud Prevention Policy:

- Financial regulations – designed to provide control over the totality of the UCO's resources and provide management with assurances that the resources are being properly applied for the achievement of the UCO's strategic plan and business objectives.
- Fraud Prevention – intended to define authority levels, responsibilities for action and reporting lines in the event of a suspected fraud or irregularity.

The Conflicts of Interest Policy is intended to help Board Members, senior managers and staff to avoid conflicts of interest and to act appropriately where a conflict of interest does arise. Board members and Senior Management Team (SMT) have to fill in the three forms annually.

3.9 Noted: That Financial Regulations & Conflicts of Interest policies were approved by the Board.

### **Board Nominations Items**

3.10 Noted: That given the current challenges faced by UCO and the importance of retaining Board Members with in-depth understanding of UCO and its 'corporate memory', the Board Nominations Committee (BNC) is recommending that Vice-Chair Jackie Westaway, whose second term of Office as a Board member is due to expire in June 2023, be given a term extension of one year.

The substantive Chair of Audit and Risk Committee (ARC) and current Finance and Estates Committee (FEC) Vice-Chair, Charles Hindson, has reached the end of his first term having been appointed by the Board in July 2020. He has indicated that he does not seek to be appointed for a second term, however, he has agreed to remain on the Board for a year to ensure continuity during a time of strategic change. BNC recommend to the Board that an additional year on the Board be extended to Charles Hindson.

BNC also recommend that Jo-anne Carlyle be approved as a member of Audit & Risk Committee (ARC). Jo-anne is currently a member of RemCo, but does not serve on another substantive Board Committee.

3.11 Noted: That the three recommendations were approved by the Board.

## **4. INFORMATION ITEMS**

### **Vice-Chancellor Update**

4.1 Noted: That the outgoing Vice-Chancellor thanked the Board and the Chair for their kind words at the beginning of the meeting and stressed that while he didn't agree with the decision that had been taken at the 14 June 2023 Board meeting, he respected it and understood Board members taking that decision with the best possible motives.

4.2 Noted: That the question about student numbers for 2023-24 was raised, while it cannot be certain at this stage, it looks like it could be broadly similar or just above the intake for 2022-23. This year UCO's Marketing Dept has better staffing levels and the estimated numbers will not be subject to the same confusion as they were the previous year.

It will be another difficult year for recruitment for osteopathy colleges across the board, the Council for Osteopathic Educational Institutions (COEi) have identified the need for bold action to increase interest in the profession and it is believed that a four-year course, which is currently how long the osteopathic qualification takes to complete, is too long. Ways to reduce this to 3 years, the possible conversion to a Bachelor qualification, or the model of 3 years study and a final year placement are being actively considered.

**Any Other Business**

4.3 Noted: That one candidate has been offered the Interim Chief Operating Officer (COO) position, and the Board will be updated in further detail in the near future.

4.4 Noted: That the meeting ended at 14.48.

**Dates of Future Meetings**

4.3 Noted: That the time and date of the next substantive Board meeting is 14.00, Tuesday 12 September 2022 (virtual).

APPROVED