

**Minutes**

Title:	<b>Board of Directors</b>
Date:	<b>9 March 2021</b>
Time:	<b>16.00</b>
Place:	<b>Zoom</b>

<b>Present:</b>	Prof Janusz Jankowski	Chair of the Board
	Alex Bols	Vice-Chair of the Board
	Sean Bonnington	Special Advisor
	Raffaella Bush	Board Member
	Gael Dundas	Board Member
	Laura Forrest	Board Member
	Charles Hindson	Board Member
	Charles Hunt	Board Member – Vice-Chancellor
	Prof Raymond Lee	Board Member
	David Leppard	Board Member
	Rob McCoy	Board Member
	Jayne Morley	Board Member
	Isabel Nisbet	Vice-Chair of the Board
	Jeremy Olsen	Board Member
	Carol Reid	Special Advisor
	Richard Salter	Board Member
	Jackie Westaway	Board Member (from 17.00)
<b>In Attendance:</b>	Allan Scott	Clerk to the Board & Company Secretary (Secretary)
	Dr Jo-Anne Carlyle	Board Member-designate (until c. 17.00)
	Meghan Carolan	Incoming SU Co-President
	Richard Eastmond	Board Member-designate
	Demri Mitchell	Outgoing SU President
	Dr Monika Nangia	Board Member-designate (until c. 17.35)
	Sharon Potter	Deputy Vice Chancellor (Education)
	Joanna Smith	Finance Director
	Nina Vasco	Incoming SU Co-President
	Jas Verdi	Head of Student Services (from 17.00)
	Steve Vogel	Deputy Vice Chancellor (Research)

**That Item 10 contains details of a highly confidential nature and will therefore not be available for public release.**

**1. Welcome & Apologies for Absence**

- 1.1 Noted: That before this meeting, between 15.30 and 16.00, there was a voluntary training session for Board members led by the Chair of the Board on Egan Mentoring.
- 1.2 Noted: That due to the covid situation, this meeting took place purely by electronic video conferencing.
- 1.3 Noted: That Board Members-designate Dr Jo-Anne Carlyle; Richard Eastmond & Dr Monika Nangia were welcomed to this meeting where they will be attending as observers.
- 1.4 Noted: That apologies were received from Chris Costigan, Board Member-designate.

**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.

**2A. Chair Declaration of interest**

- 2A.1 Noted: That the Chair mentioned that he has been working with the United Arab Emirates (UAE) for the past three months on a remote basis. However due to his expertise in Covid-19 Pandemic measures he has been asked to help in residence from February 2021. His initial tenure in the UAE is likely to be 3 months in duration and he is likely to be in the UK for at least until mid-June to end of August 2021, Covid permitting. He asked Board members to contact him if they had any questions or felt there was any conflict of interest in these arrangements **(post meeting note 8 April 2021 - none have done so)**.

- 2A.2 Action: That the June Board meeting will be used to take stock of the situation, Clerk to ensure this item remains on the agenda.

**Action: Clerk to the Board**

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### 3. Minutes of the Last Meeting

- **Board Meeting** – 17 November 2020
- **Extraordinary Meeting** – 22 December 2020
- **Extraordinary Meeting** – 12 January 2021

3.1 Agreed: That one minor point is to be amended for December 2021 but, otherwise, all three sets of minutes were agreed to be a correct and accurate record of the last meeting.

### 4. Matters Arising from Minutes of the Last Meeting

<i>Actions from the Board of Directors meeting on 17 November 2020</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
<b>Clerk to the Board</b>	<b>12.3</b>	<b>Prevent Annual Return</b> That the signature of the Chair of the Board is required for the Prevent Accountability Statement, Clerk to the Board to arrange.	<b>Complete</b>
<b>Clerk to the Board</b>	<b>13.2</b>	<b>Training</b> The Chair has sent the Clerk to the Board a link to trustee training, which the Clerk will discuss with the Executive and then circulate.	<b>Complete</b>
<b>ALL</b>	<b>13.3</b>	<b>Training</b> All to email training ideas and state what they think necessary to the Chair and Clerk for future sessions. <i>Dec 2020 – open-ended action, mark as complete.</i>	<b>Complete</b>
<b>Deputy Vice-Chancellor (Education)</b>	<b>15.3</b>	<b>NSS Annual Report / Action Plan Progress</b> Deputy Vice-Chancellor (Education) to send NSS Action Plan to Board members via the Clerk to the Board once it has been agreed by Course Team and the Staff Student Liaison Committee. <i>Dec 2020 – discussed by special board meeting.</i>	<b>Complete</b>
<b>Clerk to the Board</b>	<b>21.1</b>	<b>Board Effectiveness Review</b> <b>a) Example Board Effectiveness Review</b> That a suggested Board Effectiveness Review document was presented to the Board but that representation was made for the Effectiveness Review that was in place before 2018 to be considered in order to allow for like-for-like comparison. Together with all the comments fields, the latter totals 74 questions, Clerk to the Board to tidy up that document, then send out both documents for Board Members to decide via voting. <i>Dec 2020 – Vote has been taken and option A selected. ARC Chair has included a couple of sections from Option B as a compromise. Effectiveness Questionnaire to be completed before end January 2021.</i>	<b>Complete</b>

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<b>Clerk to the Board</b>	<b>21.2</b>	<p><b>Board Effectiveness Review</b></p> <p><b>b) Example Board Personal Review and Objectives</b></p> <p>That representation was made to having 360-degree feedback rather than the hierarchal practice of the Chair or Vice-Chairs appraising Board Members alone. It was decided that the document would be used as presented, but in practice (a) the Board Member will look at themselves and (b) consultations will take place with the Executive on their view of that Board Member by the Chair before the meeting with the Board Member. Clerk of the Board to consider how to proceed with Chair of the Board.</p> <p><i>Jan 2021 – to be tackled after main Board effectiveness review.</i></p>	<b>On Agenda</b>
<b>Clerk to the Board</b>	<b>E02 5.7</b>	<p><b>National Student Survey (NSS)</b></p> <p>Clerk to the Board to contact students and find out what they would like to see happen as a result of this meeting, in particular around organisation and management which wasn't covered in too much detail.</p> <p><i>Feb 2021 – Clerk has invited them to Board March 2021 as an additional student is to be a rolling agenda item.</i></p>	<b>Complete</b>
<b>Jeremy Olsen</b>	<b>E02 6.1</b>	<p><b>Any Other Business</b></p> <p>That the issue of Board oversight of the important areas of cybersecurity and other IT issues was raised. It was agreed that it was necessary for there to be some form of regular report on this issue, with Jeremy Olsen becoming a member of ARC, it was agreed that Jeremy would attend his first ARC meeting and review if he thinks that is enough Board oversight, since the ARC minutes go to the Board as standard, or if anything else might be needed in terms of IT reporting to the Board after that.</p>	<b>Complete</b>
<b>IT Director</b>	<b>E02 6.2</b>	<p><b>Any Other Business</b></p> <p>IT Director to produce a report to ARC for them to review IT issues on a regular basis.</p> <p><i>March 2021 – report was produced for ARC February 2021, Jeremy Olsen to work with IT Director to bring focus to a more strategic level.</i></p>	<b>Complete</b>
<b>Four Actions Restricted due to Commercial Confidentiality</b>			
<b>Clerk to the Board</b>	<b>E03 6.2</b>	<p><b>Any Other Business</b></p> <p>HM Government and OfS have announced changes including removing London weighting and replacing capital sums for institutions with a bidding system. The latter</p>	<b>Complete</b>

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		could provide an opportunity to use towards the Hallsville Quarter Project. Clerk to the Board to share document from OfS with Board members.	
<b>Chair of the Board; Clerk to the Board</b>	<b>E03 6.6</b>	<b>Any Other Business</b> That there is no date set for a possible February 2021 Board meeting yet, Chair and Clerk to discuss whether a meeting will be necessary.	<b>Complete</b>

<i>Previous Actions from the Board of Directors meetings</i>			
<b>Responsibility</b>	<b>Minute/s</b>	<b>Initial action/s</b>	<b>Outcome/s</b>
<b>Clerk to the Board</b>	<b>Nov 2020 01</b>	<b>Public Interest Disclosure (Whistleblowing)</b> Clerk to the Board to amend reference to Public Concern at Work which is now called Protect and update link accordingly. <i>Jan 2021 – reference to charity and link added to clause 12.1.</i>	<b>Complete</b>
<b>Clerk to the Board</b>	<b>Nov 2020 02</b>	<b>Public Interest Disclosure (Whistleblowing)</b> Clerk to the Board to add reference to the case (BoD-20-01-12c) to annual summary as it started as a whistleblowing complaint.	<b>Complete</b>
<b>Clerk to the Board</b>	<b>Nov 2020 03</b>	<b>Public Interest Disclosure (Whistleblowing)</b> Clerk to the Board to add Student Support and pastoral care to list of future additional Board meetings.	<b>Complete</b>
<b>Clerk to the Board</b>	<b>Oct 2020 01</b>	<b>Board Proposed dates for 2020/21</b> Clerk to the Board to send electronic walkthrough of new building to Board Members. <i>Dec 2020 – this was never sent because it was quite a large file. Special Board meeting in January 2021 due to discuss the new building and will therefore supersede this action.</i>	<b>Complete</b>
<b>Clerk to the Board</b>	<b>Oct 2020 02</b>	<b>Vice-Chancellor's Update</b> There is the wider question of osteopathy being only known by about 10% of the population and its status as being a privately funded profession increases the difficulty in widening participation and recruitment of less advantaged groups. Clerk to put onto Board Agenda for October 2020. <i>Nov 2020 – Clerk will discuss with Chair.</i>	<b>Ongoing</b>
<b>Clerk to the Board</b>	<b>Oct 2020 03</b>	<b>Any Other Business</b> That another Board that the Chair is a member of runs a buddy system where a Board member can buddy executive or SMT. Clerk to find out if there is interest in this idea. <i>Oct 2020 – still to be done.</i>	<b>Ongoing</b>
<b>Deputy Vice-Chancellor (Education)</b>	<b>Nov 2019 02</b>	<b>Financial Summary</b> 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	<b>Ongoing</b>

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		(Education) to circulate dropout statistics over the past few years to the Board via the Clerk of the Board. <i>June 2020 – that these statistics are done on a regular basis but, with the current situation, the Registrar has been busy with other priorities. DVCE to circulate annual statistics. Verbally, there have been some deferrals, but dropouts have seen no real increase. (Dec 2020 – Executive Assistant has asked Registrar for the figures).</i>	
<b>Clerk to the Board</b>	<b>Nov 2019 03</b>	<b>Board Communication</b> 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. <i>Feb 2021 – due to current uncertainty over covid and the move as well as volume of work, this action has been put on hold.</i>	<b>On Hold</b>
<b>Deputy Vice-Chancellor (Education)</b>	<b>Nov 2019 04</b>	<b>Starred Items</b> Deputy Vice-Chancellor (Education) to draft a strategy for Board member interaction with Senior Management Team (SMT) to also include an outcome and record keeping form for sharing at future Board meetings. <i>Oct 2020 – that this action is ongoing but is one of the things delayed by the Covid19 situation.</i>	<b>On Hold</b>

### 5. Chair's Actions

5.1 Noted: That there have been no Chair's Actions since the last meeting.

### 6. Celebrating Successes

6.1 Noted: That the primary achievement to celebrate has been finishing the Change Management Process, which is the largest staffing review exercise ever undertaken by the institution. Many thanks to the Deputy Vice-Chancellor (Education) & Finance Director for all their efforts.

### 7. Student Satisfaction & Staff Wellbeing

- **Follow up from December 2020 meeting**
- **Curriculum**
- **Remote/socially distanced learning**
- **Student Wellbeing**
- **Staff Wellbeing**

7.1 Noted: That the Student Services Department, a small team of 3 people, have been doing all they can to support students including over 330 students supported one-to-one; £30,000 of student hardship funds given out; over 50 students referred to counselling and many blogs and SharePoint pages written. Counselling is now external to UCO with specific counsellors from different communities available to provide support to a more diverse audience including black, female and LGBTQ+ students.

7.2 Noted: That the Staff Student Liaison Groups (SSLCG) for both Full- and Part-Time meet termly, as well as concerns, praise has been received for lectures and both clinic and teaching staff. Issues raised in SSLCG meetings have been acted upon quickly and emails sent out by Equality, Diversity & Inclusivity Committee (EDIC) about the community groups have been well received.

7.3 Noted: That all non-practical classes have moved online. Assessments have been modified in light of the current situation and, even where some students do not attend physical classes, most of them have still attended assessments.

7.4 Noted: That, so far, it looks like student recruitment for 2021-22 is in line with targets and that drop-out rates are lower than usual. UCO have adopted a no-detriment approach to students not able to

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attend lectures due to the Covid situation and, any who wish to, can defer to next year without additional cost.

7.5 Noted: That with regard to staff welfare, UCO are aware that staff feel bruised after a long period of home working combined with the largest Change Management process ever to have taken place. The recruitment for an HR Manager is currently underway and Staff Conference is taking place at the end of March 2021, details of which will be shared with Board members.

7.6 Noted: That the Board wished to thank UCO Executive and staff for all their hard work supporting students.

### 8. Student's Union

- **Union & Bar Accounts**
- **Presentation – outgoing SU President**
- **Presentation – incoming SU Presidents**

8.1 Noted: That, other than a slight error with the SU President's salary, the accounts are accurate. A Post-Board clarification will be circulated to Board Members.

**Action: Finance Director**

8.2 Noted: That presentations were given by the ex-SU President and the current SU Co-Presidents.

8.3 Noted: That the SU roles have been through a thorough and consultative review. The SU President role has more emphasis on student engagement and meeting the needs of a diverse and broad student body. The Bar Manager post has been replaced by an SU Entertainments and Engagement Officer with a focus on engaging the wider student body and introducing a diverse and inclusive set of activities and events led by student choice.

### 9. Financial Summary for 31 December 2020

9.1 Noted: That this has been considered in detail by Finance & Estates Committee (FEC).

9.2 Noted: That validation fees being invoiced and paid early is the reason for actual being above budget, this surplus is early rather than additional to budget.

9.3 Noted: That UCO are below budget in most areas including staff salaries, redundancies cost less than budgeted for and bank balances are above the Barclays Bank covenant.

9.4 Noted: That Capital Expenditure for 2020-21 will be spent on audio-visual equipment and a video suite to enhance student experience.

9.5 Noted: That UCO have received £100,000 insurance payment so far. The final payment will be the result of income and losses assessment rather than a flat pay-out. Currently there are 18 rooms in clinic with the first floor of Borough High Street (BHS) being renovated to allow for clinic to have 24-25 rooms by late spring.

### 10. Vice-Chancellor's Update

10.1 Noted: That Office for Students (OfS) gave all universities money towards their hardship funds of which UCO received around £21,000 in total. This has now been distributed to students in need.

10.2 Noted: That student recruitment numbers are increased from last year, both for MOst and Nutrition.

10.3 Noted: That Research Excellence Framework (REF) is underway with the process itself increasing knowledge within UCO of how to manage research publications to increase strategic wins for the future.

10.4 Noted: That the Transparent Approach to Costings (TRAC) Return was agreed by Audit & Risk Committee (ARC) and will be submitted after this Board meeting.

### 10A. Item Restricted due to Commercial Confidentiality

### 11. Board Member Liability

11.1 Action: That the Board were impressed with the document produced by UCO's solicitors. If there are any specific questions by Board members, they are to contact the Clerk within two weeks and the Clerk will pass all questions to the solicitors.

**Action: ALL; Clerk to the Board**

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### 12. Board Vice-Chair election

12.1 Noted: That the post of Board Vice-Chair held currently by Isabel Nisbet will become vacant upon her retirement June 2021. There were two candidates to replace her, Raffaella Bush and Jackie Westaway. They were both given two minutes to outline their positions to Board members.

12.2 Action: All Board members to email the Chair of the Board and copy in the Clerk to the Board to cast their votes by 14.00, Thursday 11 March 2021. **(Post meeting note 11 March 2021 – Jackie Westaway elected Vice-Chair).**

**Action: ALL**

### 13. ARC Terms of Reference

13.1 Noted: That the ARC Terms of Reference have been substantially re-written to encompass the new Code of Practice by Committee of University Chairs (CUC). Thank you to Alex Bols for re-writing them. They were approved by Chair's Action by the ARC Chair to enable them to be considered at this Board meeting.

13.2 Approved: The ARC Terms of Reference were approved.

### 14. ARC Chair Succession

14.1 Action: That 31 May seemed too late for an expressions of interest deadline due to need to possibly recruit externally in the event that there is no accountant on ARC. Clerk to the Board to consult ARC Chair and Board Vice-Chair Alex Bols about a revised deadline and email that to the Board.

**Action: Clerk to the Board**

14.2 Action: All Board members and Board Members-designate to email the Clerk to the Board if they are interested in standing for the post of ARC Chair by the deadline to be specified as per 14.1. **(post meeting note 29 March 2021 – Charles Hindson sole nominee and therefore ARC Chair-designate).**

**Action: ALL**

### 15. FEC Terms of Reference

15.1 Approved: That the FEC Terms of Reference were approved by the Board.

### 16. FEC Chair Election

16.1 Approved: That the Board thanked David Leppard for taking on the Acting role of FEC Chair for the past 9 months. There were no objections to him being confirmed as FEC Chair and approval was unanimous.

### 16A. Audit & Risk Committee (ARC) – Additional Member

16A.1 Noted: That Jeremy Olsen was unanimously approved by the Board as a member of ARC.

### 17. Board Effectiveness Review

17.1 Noted: That the three areas where the Chair identified areas to work on are:

- Board Committees working more effectively and ensuring that Committee business does not spill over into Board meetings.
- Communication in general, between Board members and between Board and Executive.
- Board Culture and Environment, especially an initial and immediate measure of how Board went after each meeting.

17.2 Noted: That the Chair expressed the view that weekly meetings with the Vice-Chancellor and one-to-one meetings with each Board member would be desirable. Away days where all Board members could get to know each other was also mentioned as desirable.

17.3 Noted: That papers being distributed in good time for meetings was identified as a major way to ensure meetings ran better and to avoid surprises.

17.4 Action: That the Board would like to explore whether Board members consent to sharing their email addresses with each other, Clerk of the Board to send out email to the Board asking them.

**Action: Clerk to the Board**

### 18. Financial Regulations & Conflicts of Interest Policies

#### a) Financial Regulations and Fraud Prevention Policy

#### b) Conflicts of Interest Policy

18.1 Approved: That these two policies were approved by the Board.

### 19. Risk Overview

19.1 Noted: That the Risk overview was noted by the Board.

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**20. Board Recruitment**

20.1 Noted: That the Clerk outlined the recruitment process that had resulted in the appointment of the four Board Members-designate and presented the minutes from the Board Nominations Committee from 12 January 2021 to outline the discussion.

**21. Starred Items**

21.1 Noted: Please see from point S0.1 below.

**22. Any Other Business**

22.1 Noted: That the date of the next Board meeting is 15 June, not 17 June as mistakenly written on the agenda.

23.2 Noted: That the meeting ended at 18.34.

**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.

**S1. N/A**

S1.1 Noted: N/A.

**S2. Minutes of Academic Council**

- N/A

S2.1 Noted: That there were no Academic Council minutes presented at this meeting.

**S3. Minutes of Audit & Risk Committee**

- FINAL – 11 November 2020

S3.1 Noted: That these have been discussed at ARC but were noted here without discussion as per S0.1.

**S4. Minutes of Finance & Estates Committee**

- FINAL – 2 November 2020
- FINAL – Special Meeting 12 January 2021

S4.1 Noted: That these have been discussed at FEC but were noted here without discussion as per S0.1.

**S5. Minutes of Fundraising Committee**

- FINAL – 9 November 2020

S5.1 Noted: That these have been discussed at FRC but were noted here without discussion as per S0.1.

**S6. Board Nominations Committee**

- DRAFT – 12 January 2021

S6.1 Noted: See item 20.

**S7. Minutes of Remuneration Committee of the Vice-Chancellor's Group (RCVCG)**

- N/A

S7.1 Noted: That there were no RCVCG minutes presented at this meeting.

**S8. Dates of Future Meetings**

S8.1 Noted: That these were noted here without discussion as per S0.1:

Date	Time
15 June 2021	16.00