

Minutes

Title:	Board of Directors
Date:	5 October 2022
Time:	15.00
Place:	Zoom

Present:	Prof Joanna Price Dr Jo-Anne Carlyle Chris Costigan Gael Dundas Richard Eastmond Mike Balcombe Charles Hindson Charles Hunt David Leppard Jayne Morley Jeremy Olsen Martin Pendry Jackie Westaway	Chair of the Board Board Member Board Member Board Member Board Member Board Member Board Member Board Member – Vice-Chancellor Board Member Board Member Board Member Board Member Vice-Chair of the Board
In Attendance:	Allan Scott Sharon Potter Joanna Smith Jas Verdi Steve Vogel	Clerk to the Board & Company Secretary (Secretary) Deputy Vice Chancellor (Education) Finance Director Head of Student Services Deputy Vice Chancellor (Research)

That some items within these minutes contain details of a highly confidential nature and will therefore not be available for public release.

1. INTRODUCTION**a) Welcome**

- 1.1 Noted: That this meeting had been intended to take in person, but of the decision to hold a train strike meant the decision was taken to have it online.
- 1.2 Noted: That Mike Balcombe and Martin Pendry were welcomed to their first Board and introduced themselves. Martin Pendry was approved as a member of the Board at 15.45 during **Nominations Committee Report for UCO Board** and therefore attended the meeting as Board Member-designate until that time.
- 1.3 Noted: That the Chair thanked members of the Executive and the Clerk for their support while she was Chair-designate and since becoming Chair of the Board.
- 1.4 Noted: That there would be a reserved agenda at the conclusion of the ordinary agenda for independent board members. The staff and student board members had been informed that on this occasion they would not be invited to attend this part of the Board meeting because the discussion covers issues that were first debated in June.

b) Apologies for Absence

- 1.5 Noted: That there were apologies from Raffaella Bush, Board Member, and Sean Bonnington, Special Advisor, received for this meeting.

c) Declarations of Conflicts of Interest

- 1.6 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.

d) Approval of Minutes from 14 June 2022

- 1.7 Noted: The Board were asked to approve one of two sets of minutes. Set A had been reviewed and approved by the incoming Chair and the Board. Set B included amendments and inclusions subsequently made by the outgoing Chair.
That a copy and paste error meant that item 6 for Set B was incorrect and should be identical to the item 6 in Set A.
- 1.8 Approved: Set A was unanimously approved as the final Board minutes for 14 June 2022.

e) Extraordinary Board Minutes – 26 July 2022

- 1.9 Agreed: That the minutes were agreed to be a correct and accurate record of the meeting.

2. STRATEGIC DISCUSSION ITEMS

Strategic Planning Update

- 2.1 Noted: The Chair introduced the rationale for developing a new strategy for UCO. given that the current five-year UCO Strategic Plan 'An Agenda for Excellence' extends from 2018-2023.
- 2.2 Noted: That in view of the draft budget, to be discussed later in the meeting, a "business-as-usual" approach was warned against with the need for strategic boldness and making the institution financially sustainable highlighted.
- 2.3 Agreed: The Board agreed the framework for developing the strategy being proposed by the V-C and the Chair in the paper.
- 2.4 Action: There was also a request from the Board that it was important to ensure involvement members before it became too late in the process to make any meaningful contribution. The Deputy Vice-Chancellor (Education) agreed to develop a framework as to how the strategic plan can be developed with stakeholder involvement, engaging staff and students with the process as well as Board.
Action: Deputy Vice-Chancellor (Education)
- 2.5 Noted: That a Board Away Day will be scheduled for January/February 2023, which will review the draft strategy.
Action: Clerk and Chair of Board
A request was made that at the Away Day there should be a review of progress made against the last strategic plan and lessons learnt.
- 2.6 Action: Strategic Planning to be made a standing item on the Board agenda.
Action: Clerk
- 2.7 Action: That the Clerk has noted the names of all Board members who have expressed interest in being involved in developing the strategy during the meeting, any Board member in addition who is interested is asked to contact the Clerk by email to express interest.
Action: ALL

3. DECISION ITEMS

Nominations Committee Report for UCO Board

- 3.2 Noted: That a paper was presented reporting on matters that fall under the remit of Board Nominations Committee (BNC), including Information on current Board composition and the Directors' terms of office, including the date when the Director started (e.g., from an Annual General Meeting). Where relevant, dates when second terms of office started and the anticipated retirement date are noted. The paper also includes current expertise found within the Board and proposed committee membership (including Chairs).
- 3.3 Noted: That the Chair of the Board thanked board members and staff who had been involved in meetings leading up to the Board and members who had agreed to sign up for sub-committee commitments including the Board Nominations Committee and Remuneration Committee chair-designates.
- 3.4 Approved: That the new committee membership composition and committee chairs were approved. The Board will review Board sub-committee membership and chairmanships annually.
- 3.5 Action: That for Remuneration Committee (RemCo), it was recognised as good practice to have a member of ARC also on the Committee, and it was noted that it already has two FEC members. This will be discussed by BNC in December 2022 before a proposal is brought to the Board.
Action: Clerk and Chair of the Board
- 3.6 Noted: It was raised that one member being on Equality, Diversity & Inclusivity (EDI) Committee might seem too small a representation. It was explained that the role of the EDI Committee will be reviewed by BNC and a decision made as to whether to propose EDI Committee as a sub-committee of the Board.
- 3.7 Noted: That it was not clear how membership of the sub-committees was decided upon before BNC considered the issue. The Chair explained that recent proposals had come from discussions with Board members and the VC and from a broad understanding of members interests and skills. However, it was agreed that the process should be formalised by BNC on the basis of Board member skills audit data and the proposed annual appraisal process for Board members. Induction also presents a key opportunity to review interests and skills of new Board Members and this process will also be strengthened as part of the Governance Effectiveness Project. The intended outcome is a more transparent process.

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- 3.8 Noted: That Fundraising Committee (FRC) is also under review. Currently, with the capital project being on hold, the fundraising function is being administered within the Executive with the FRC Chair still acting as a “critical friend”. Fundraising will report to the Board annually, the recruitment of a Part Time fundraiser is being considered.
- 3.9 Action: That another change recommended by BNC was to cease the practice of a Board member observing Academic Council in favour of the entire Board taking responsibility for academic assurance. It was also acknowledged that academic quality was one of the most challenging areas of assurance for the Board to oversee.
The Deputy Vice-Chancellor (Education) is due to present to Board November 2022 the annual report on Academic Quality and Standards. The plan is also from now on to report to the Board on Academic Council matters, a practice that formerly took place. The Board will continue to receive the minutes from Academic Council.
Action: Deputy Vice-Chancellor (Education)
Action: Chair of the Board
- 3.10 Noted: That the Chair has been sounding out people in her network regarding recruitment of a Board member with financial expertise. The role will be advertised, but this is a difficult role to recruit to. Irrespective of how potential candidates are brought into the process, a formal appointment process would take place overseen by BNC.
- 3.11 Noted: That the question was asked how the equality statistics for Board members in the Nominations Report were arrived at. While the current process is unsatisfactory in that it is based on observations of the Clerk, an optional Sensitive Information form for UCO board members to submit to UCO HR is being developed. This initiative was welcomed.
- 3.12 Approved: Proposals for new committee membership and committee chairs.
The change name of the RCVCG to Remuneration Committee to align with sector practice.
Approve a Board Member no longer sitting on Academic Council. The Board as a whole to take responsibility for oversight of academic quality and standards issues.
That the Role and Remit of the Fundraising Committee (FRC) be reviewed.
The appointment of Martin Pendry as Board staff member.
That recruitment should start for a new Board member with Finance Expertise
Chair of the Board will discuss with Martin options for sub-committee membership.
Action: Chair of the Board

Governance Effectiveness

- 3.14 Noted: That on 2 August 2022 BNC agreed that the Governance Effectiveness Task and Finish Group (GETFG) be established to develop and monitor the implementation of an Action Plan, incorporating the recommendations from the internal Board Effectiveness Working Group (BEWG) and the UNIAC Internal Audit. Membership to include BNC Jo-anne Carlyle, Richard Eastmond, the Clerk to the Board, the VC and Deputy Vice-Chancellor (Education). The Chair to be the Chair of the Board. Following Board consideration and approval of the revised Terms of Reference for BNC (elsewhere on the agenda), ongoing work of GETFG will be monitored by BNC and be brought back to the Board in March 2023.
- 3.15 Noted: That in addition, the Remuneration Committee (RemCo) considered the CUC Senior Staff Remuneration Code and agreed that the aim should be for the UCO Board to adopt the principles of the Code.
- 3.16 Noted: That the Governance Effectiveness Action Plan is intended to be as realistic and practical as possible and is intended to be a live document. At the suggestion of one Board member, a blue rating for work completed will be added making it BRAG rated (Blue, Red, Amber Green) instead of RAG.
- 3.17 Noted: That the aim will be for an external governance review to take place around 2023 to monitor that work is on track and to allow for constructive suggestions before the work is completed.
- 3.18 Approved: That the Board approved the Governance Effectiveness Action Plan as recommended. The Board also approved the plan to adopt the CUC Senior Staff Remuneration Code.

Board & Sub-Committee Terms of Reference

- 3.19 Noted: That in response to the UNIAC internal audit Governance report and the appointment of a new Chair of the Board, the membership, remit and responsibilities of Board sub-committees has been reviewed and terms of reference (ToRs) updated to also explicitly allow for virtual meetings. That it was agreed at the last Board meeting in June that a priority project would be

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- to review and revise the ToRs for RemCo. The Finance & Estates Committee (FEC) ToRs will be reviewed in due course.
- 3.20 Noted: It was noted that the wording regarding Directors' Terms of Office should be consistent for all Committees.
- 3.21 Noted: That no Committee of the Board currently oversees Governance Effectiveness and therefore it is proposed that BNC should be the Committee of the Board of Directors that takes on this responsibility. This aligns with the CUC Code of Practice as Nominations Committees in many other Higher Education Institutions (HEIs) have this responsibility. The TORS have been revised accordingly.
- 3.22 Agreed: That a change was proposed for 8.3 of the RemCo ToRs as the Chair of BNC highlighted that UCO practice differs substantially from that in many other Higher Education Institutions. 8.3 of the proposed ToRs currently states "*Recommend to the Board, the salary, total emoluments and conditions of service as per staff...*", it was proposed that this be changed to "**Approve the salary, total emoluments and conditions of service as per staff...**". Concerns were raised regarding risk and it was also noted that involvement in these discussions could be valuable (as demonstrated at the Board in June 2022). While acknowledging those points, it was agreed that well-functioning governance and the adoption of the CUC Code should ensure the process is robust. RemCo is expected to ensure its members have the necessary expertise, and it would be expected of them to be using outside experts when necessary. It was also pointed out that the practice of the Chair of the Board not chairing any discussion with regards to the Vice-Chancellor's salary would be better served by RemCo making the decision rather than recommending a decision for the Board to make. Ultimately, the proposal was agreed.
- 3.23 Agreed: The Board approved the revised ToRs for BNC, RemCo and ARC
- 3.24 Action: BNC and RemCo ToRs be changed to reflect the same wording as is written in the ARC ToRs. Clerk to the Board to ensure all changes are reflected in the final versions of the documents.

Action: Clerk

Public Interest Disclosure (Whistleblowing)

a) Public Interest Disclosure (Whistleblowing)

- 3.25 Noted: That the Public Interest Disclosure (Whistleblowing) is presented to Senior Management Team (SMT) and Audit & Risk Committee (ARC) annually. Legislation is checked for changes and any lessons learned the previous year are incorporated into the Policy. There were only minor amendments to the policy for 2022-23 and there had been no changes in legislation or guidance.

b) Annual Summary Report on Whistleblowing numbers and outcomes

- 3.26 Noted: That a summary report is presented annually and, for 2021-22, it was a nil return.
- 3.27 Noted: That the point was raised whether the nil return should be seen as concerning or whether it could indicate that there was a culture of fear or there not being the "freedom to speak up" as has been identified in other organisation such as the National Health Service (NHS). Although it is a nil return for 2020-21, the VC explained that there have been cases, most recently in 2019-20, brought forward under the Whistleblowing Policy although they were subsequently found not to be whistleblowing. The specific criteria and threshold required for a case to be whistleblowing means that most cases will be considered under complaints policies for staff, students or patients. These cases are examined in anonymised form annually by SMT and Academic Council, feedback is taken and learning points are actioned. While whistleblowing is possibly more common in other sectors, it is relatively rare in the Higher Education sector.

4. INFORMATION ITEMS

UCO Student Experience

- 4.1 Noted: That the Head of Student Services (HSS) was invited to speak to the paper. The main formal way of receiving feedback from students is through the Staff Student Liaison groups (SSLCG) that happen once per term and are chaired by the HSS. Staff are well represented with the Course Team, Deputy Vice-Chancellor (Education) and sometimes the Vice-Chancellor attending. Positive feedback is also sought to ensure that areas which work well are not tinkered with. The Deputy Vice-Chancellor (Education) requested that the Student Board member bring issues to UCO's attention when they arise and not wait for SSLCGs because the timings of these meetings may mean that the issue is too late to resolve in a meaningful manner.

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- 4.2 Noted: That the complaints & appeals processes work well, attempts are made to resolve matters informally first, with formal complaints taking place only when they have been exhausted. Trend analysis is done annually to identify patterns and lessons to be learned, however, the complaints are normally found to be one-off issues.
- 4.3 Noted: That one area where improvement is being worked on is better preparation for students before starting their clinical education.
- 4.4 Noted: That regular surveys are done, and quarterly pulse surveys will be piloted for 2022-23. The pulse surveys will attempt to replicate the NSS questions with UCO questions specific to year groups and on contemporary issues added.
- 4.5 Noted: That the Student Board member noted the value of the Board overseeing NSS results and the NSS action plan and stressed the importance of catering to the very different needs of Part-Time and Full-Time students and for cohorts to mix, support and learn from each other via clinic or social events. He would welcome Board members seeking to speak directly with students, although pointed out that Part-Time students are generally only around at weekends. The Chair expressed willingness on the part of the Board to engage with students e.g., by arranging informal lunches prior to the Board meetings.
- 4.6 Noted: That the Staff Board member added that informal communication was challenging during Covid, as a lot of the meaningful interactions like informal talks with and questions from students take place after lectures. More students are seen when lecturers are working onsite, for example students will seek out lecturers working in the shared working space on UCO's fourth floor. It is easier to see students struggling when dealing with them informally which gives the opportunity to send them to the Student Services Department earlier for extra support. It is also seen as important not to lose sight of some students who prefer more distant learning while also bearing in mind the nature of osteopathy requiring a physical presence for areas of the curriculum.
- 4.7 Noted: That annual course reviews take place where most of the academics attend, although students do not generally attend these, although discussions are taking place with the new Course Leader to see if this should be considered.
- 4.8 Noted: A concern was raised that the Cover Sheet indicated that there were no immediate financial or EDI impacts. It was recognised that cover Sheets are a new initiative and that there are lessons to be learnt regarding how they should be completed.

National Student Survey (NSS) Action Plan

- 4.9 Noted: That the high-level Action Plan outlines the 7 main projects that are being worked on.
- 4.10 Action: That the following actions have emerged from this item:
- The NSS Action Plan should take the form of a BRAG for review by Academic Council and the Board in November 2022. To include UCO results, benchmark results and KPIs.
- Action: Deputy Vice-Chancellor (Education)**
- 4.11 Noted: That while acknowledging the risk faced by smaller institutions where small numbers of students can dramatically change results, improved NSS results must be a priority project.

Vice-Chancellor's Update

- 4.13 Noted: That the update paper covered:
- Student Recruitment
 - Teaching Excellence Framework
 - General Osteopathic Council (GOsC) review
 - Other news
 - Office for Students (OfS) & Other Regulatory Updates, Consultations & Engagement
- 4.14 Noted: That since the writing of the VC Update, the Office for Students (OfS) have announced new benchmarks of student completion and monitoring of students going into employment or training. UCO tends to score well in these areas with high retention rates and over 95% graduation to employment outcomes.
- 4.15 Action: That the Teaching Excellence Framework (TEF) exercise will take place in 2023. The Silver rating that UCO received in 2018 is therefore potentially subject to change. It was acknowledged that the poor NSS scores received by UCO would be a risk as the TEF metrics have changed.
- Deputy Vice-Chancellor (Education) to include a review of TEF in her Academic Quality paper due for Board November 2022.
- Action: Deputy Vice-Chancellor (Education)**

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- 4.16 Noted: That a review on Recognised Qualification (RQ) by the General Osteopathic Council (GOsC) will take place next year and this involves significant work for UCO staff with the paperwork to be submitted for May 2023. This had previously been done by the Quality Assurance Agency (QAA) but is now being done by Mott McDonald. The Board were given assurance that it is exceedingly unlikely that UCO's RQ would be at risk, and that as a minimum RQ would not be summarily removed except in the case of gross misconduct on the part of an organisation., UCO submit an annual report to Mott McDonald every year and no concerns have been raised, although some recommendations have been made regarding NSS scores. Although removal of RQ is seen as extremely unlikely, the impact of such a removal would be very high.
- 4.17 Noted: Concerns were raised regarding low student recruitment. The VC explained that this is likely to be a multi-factorial problem, particularly with regard to part-time students, with them being mostly self-funded. HM Government no longer fund second degrees at equivalent or lower qualifications and the economic environment is challenging. One competitor has launched a cheaper part-time course which is likely to be impacting on UCO's Part-Time recruitment. Anecdotally, lower recruitment seems to be part of a wider trend with other providers also reporting lower intake. A review of the admissions process is being done to learn the lessons of what went well and badly for 2023-24.
- 4.18 Noted: That the question was asked whether there was scope for fundraising and sponsorship for students. To a degree this is already being done, for example there is one bursary for a student from the West Midlands. However, more fundamental questions about UCO's offering need to be answered.

REDACTED DUE TO COMMERCIAL CONFIDENTIALITY

Audit & Risk Committee (ARC) Report

- 4.30 Noted: That Risk wasn't covered due to pressures UCO faced on the first week of term, but this issue will be discussed at ARC November 2022. Otherwise, the only item mentioned was that the internal audit plan is moving in a way that is appropriate.
- 4.31 Action: Chair of the Board and ARC Chair to discuss risk reporting to ARC & Board.
Action: Chair of the Board; ARC Chair

Board Meeting format & proposed timing

- 4.32 Noted: The plan for November 2022 is that the meeting starts at 14.30. It is proposed that an informal lunch be held beforehand to allow board members to meet with staff.

Starred Items

- 4.33 Noted: That Starred agenda items are those that have been identified for noting only at the meeting and shall normally include progress reports and updates for the Board's information only, and will not therefore normally require further discussion unless specifically requested. Board dates have been circulated previously. There was no request at this meeting for any Starred Items to be discussed. Starred items were as follows:

Starred Items*

(Starred agenda items are those that have been identified for noting only at the meeting and shall normally include progress reports and updates for the Board's information only and will not therefore normally require further discussion unless specifically requested.)

1. **UNIAC Briefing Notes**
Academic workload/ contribution models
2. **Appendices**
 - a) **Remuneration Committee (RemCo)**
Minutes- DRAFT 20 September 2022
 - b) **CUC Higher Education Senior Staff Remuneration Code**
 - c) **Student Representative Role Description**
 - d) **NSS Appendices**

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- MOst Action Plan
NSS Comments 2022 Themed
NSS Data 2022
NSS MOst Results/Comparisons
- e) **Buckingham Palace response to UCO Letter of Condolence on the death of Her late Majesty the Queen**
 - f) **Finance & Estates Committee (FEC)**
Minutes – DRAFT, 20 September 2022
3. **Minutes from Sub-Committees & Reporting Committees**
- a) **Board Nominations Committee (BNC)**
FINAL 2 August 2022
4. **Board Rolling Agenda 2022-23**

Any Other Business

- 4.34 Noted: That there was no other business to be discussed at this meeting.
- 4.35 Noted: In future the Chair will ask members to inform her or the Clerk before the meeting or at the beginning of the meeting of Any Other Business to assess the time needed to discuss item (s).
- 4.36 Noted: That the meeting ended at 17.30

5. Dates of Future Meetings

- 5.1 Noted: That the time and date of the next meeting is 14.30, Wednesday 30 November 2022 in person at UCO.