

Minutes

Title:	Board of Directors
Date:	14 June 2022
Time:	15.30
Place:	Zoom

Present:	Prof Janusz Jankowski	Chair of the Board
	Dr Alex Bols	Vice-Chair of the Board
	Raffaella Bush	Board Member
	Dr Jo-Anne Carlyle	Board Member
	Chris Costigan	Board Member
	Richard Eastmond	Board Member
	Laura Forrest	Board Member
	Charles Hindson	Board Member
	Charles Hunt	Board Member – Vice-Chancellor
	David Leppard	Board Member
	Rob McCoy	Board Member
	Jayne Morley	Board Member
	Dr Monika Nangia	Board Member
	Jeremy Olsen	Board Member
	Richard Salter	Board Member
	Jackie Westaway	Vice-Chair of the Board
In Attendance:	Allan Scott	Clerk to the Board & Company Secretary (Secretary)
	Sharon Potter	Deputy Vice Chancellor (Education)
	Prof Joanna Price	Chair of the Board-designate
	Joanna Smith	Finance Director
	Steve Vogel	Deputy Vice Chancellor (Research)

That items 10 & 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 this meeting took place in person with Charles Hindson, Joanna Smith and Jackie Westaway joining via electronic video conferencing.
- 1.2 Noted: That there were apologies from Gael Dundas, Board Member, and Sean Bonnington, Special Advisor, received for this meeting.

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

- **Board Meeting – 8 March 2022**

- 3.1 Agreed: That the 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 8 March 2021</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Vice-Chancellor; Clerk to the Board	9.7	Relocation Update That it was felt that an active decision should be reached rather than it being a default negative decision of doing nothing and allowing the LinkCity deadline to run out. An options paper including legal advice on Board member liability would be useful although it was accepted that there probably would not be enough information to take a formal vote on the issue. Vice-Chancellor to write an options paper on the Relocation	Complete

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		<p>Project for Board members' information. Clerk to liaise with chairs of Audit & Risk Committee (ARC) & FEC regarding setting up a FEC meeting to discuss this issue before the deadline.</p> <p><i>March 2022 – emergency FEC meeting took place with ARC Chair in attendance. Email sent asking Board whether they accepted FEC's recommends that (a) a deposit should not be paid by 23 March 2022, (b) the Executive continue to be tasked with what the Board have previously mandated which is to try to establish deals on the two existing assets which can form the basis for a proposal to be submitted to the Board and (c) a Board meeting was unnecessary at this time. The Board were content with all three recommendations</i></p>	
Clerk to the Board	14.1	<p>BSO Trading Company Dissolution</p> <p>That the Board approved the proposal for the Clerk to the Board to obtain legal advice and then undertake the process of winding up BSO Trading Company.</p> <p><i>March 2022 – Clerk in contact with solicitors and some of the BSO Trading Company directors.</i></p>	Ongoing
Clerk to the Board	16.1	<p>Board Strategy Day – 3 December 2021</p> <p>That due to time, this item wasn't discussed. It will be brought before Board June 2022 which will also allow the Chair-designate to take part in discussion.</p> <p><i>June 2021 – discussion is going to be taken to Board Nominations Committee (BNC) due to take place beginning August 2022.</i></p>	Complete
Clerk to the Board	19.1	<p>June Meeting – in person/hybrid/virtual</p> <p>That Board June 2022 will be hybrid. Clerk to arrange a room at UCO capable of facilitating electronic meetings.</p>	Complete

Previous Actions from the Board of Directors meetings			
Responsibility	Minute/s	Initial action/s	Outcome/s
Clerk to the Board	Nov 2021 01	<p>Board Training Presentations</p> <p>That Advance HE have a list on items Boards would benefit from learning, Chris Costigan will share the same with the Clerk.</p> <p><i>Nov 2021 – Chris Costigan part complete, Clerk still to action, responsibility changed.</i></p>	Ongoing
Deputy Vice-Chancellor (Education)	Nov 2019 02	<p>Financial Summary</p> <p>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.</p>	Ongoing

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		<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>	
Deputy Vice-Chancellor (Education)	Nov 2019 04	Starred Items 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>	On Hold

5. Chair's Actions

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

6. Celebrating Successes & Vice-Chancellor's Update

6.1 Noted: The Vice-Chancellor apologised for this being a verbal rather than written report.

6.2 Noted: That recruitment numbers are not looking encouraging and are significantly down from the same time point last year. This is a trend that anecdotally is replicated among other osteopathic educational institutions. Partly this is to do with lack of access to UCAS events during Covid times as osteopathy as a subject has to be sold to students who have never heard of it before. The Board discussed potential short-term options and likely budgetary implications. It was noted that Clearing was not normally a major source of students (and would not be likely to restore numbers to budgetary levels) because of the specialist nature of UCO. Growing UCO's profile on social media and therefore working on alumni relations would be a long-term priority. The Board noted that analysis of why students turn us down would be valuable.

6.3 Action: That a written report on student recruitment (including a competitor analysis) be provided for the next Board.

Action: Vice-Chancellor

7. Chair of the Board

- **Outgoing Chair's Report**
- **Chair of the Board-designate Introduction**

7.1 Noted: That the Outgoing Chair's Report was noted.

7.2 Noted: That the Chair of the Board-designate was introduced at this point. A number of future discussion points were mentioned including setting strategic direction, buildings decision, board appraisal, board governance, future size & scope of UCO, student experience & staff pay.

7.3 Noted: That the Governance Report from UNIAC as well as the Board Effectiveness Working Group (BEWG) report will be considered by Board Nominations Committee (BNC). It was felt that the skills level of the Board is very good and that implementing Governance reforms would not be an insurmountable issue. Another working group will be established, to include members of the Executive and members of BNC. The Chair-designate asked members of the last governance effectiveness working group who would like to remain involved to let her know.

7.4 Noted: That the Vice-Chancellor thanked the outgoing Chair of the Board on behalf of UCO for the last three years of stewardship, especially during the very challenging Covid and new building deliberation periods. The Chair, in turn, thanked everybody at the table and said he had enjoyed the experience.

8. Research Excellence Framework (REF)

8.1 Noted: That the paper produced by the Deputy Vice-Chancellor (Research) was noted and he wished to express his thanks to the Research Team for all their hard work.

8.2 Noted: That the Board also wished to congratulate the Deputy Vice-Chancellor (Research) and the Research Team for the excellent result and thank them for their hard work.

8.3 Noted: That there is currently work going on within Research Dept to align staff roles and increase the department effectiveness. Work is currently ongoing with regards to the Knowledge Exchange Framework (KEF).

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8.4 Noted: That publicising this via email straplines, webpage or a newsletter was suggested as it could impact upon student recruitment.

9. Financial Summary to 30 April 2022

9.1 Noted: That the financial summary paper was noted.

9.2 Noted: That UCO should be able to comply with Barclays Bank covenants by the end of 2021-22.

9.3 Noted: That options for exploring reduction in utility costs are being explored. There is also a slight upturn in clinic numbers post Northern Line re-opening and following change in hours and appointment times.

10. ITEM REDACTED DUE TO COMMERCIAL CONFIDENTIALITY

11. ITEM REDACTED DUE TO COMMERCIAL CONFIDENTIALITY

12. Barclays Bank

- Loan Agreement
- Signatories

12.1 Noted: That the Barclays Loan Agreement was not ready on time for this meeting but is currently being reviewed by the chairs of Audit & Risk Committee (ARC) and FEC.

12.2 Action: That to replace the two retiring Board members who are currently Barclays Bank signatories, Dr Alex Bols and Richard Salter, the Clerk will arrange for Raffaella Bush, Chris Costigan and Dr Monika Nangia to sign the form to become new signatories at the end of the meeting.

Action: Clerk to the Board

13. Financial Regulations & Conflicts of Interest Policies

a) Financial Regulations and Fraud Prevention Policy

b) Conflicts of Interest Policy

13.1 Noted: That only minor changes had been made since last year, ARC have reviewed both policies.

13.2 Action: That under Financial Regulations and Fraud Prevention Policy 11.1.6, reference to "Deputy Vice-Chancellor (Research)" to be substituted with "Vice-Chancellor". Subject to that change, both policies approved.

Action: Clerk to the Board

14. Audit & Risk

a) UCO Governance Final Report

b) Updated High-Level Risk overview

14.1 Noted: That the minutes from the ARC meeting on 16 May 2022 were noted as part of the Board papers and the Governance Review had already been commented on under item 7.

15. Proposed Board Dates for 2022-23

15.1 Noted: That these dates had previously been circulated and approved by email but were formally noted here.

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16. Academic Council

16.1 Action: That the current Academic Council observer from the Board is Dr Alex Bols, who is standing down. This vacancy will be looked at during the Board Nominations Committee (BNC) review of all committees due to take place under the new Chair of the Board.

Action: Chair of the Board-designate

17. Board Committee Chairs (Standing Item)

17.1 Noted: That there was nothing additional to record under this item.

18. Any Other Business

18.1 Action: Clerk to survey Board and ensure that all Board members have working door passes for Board October 2022.

Action: Clerk to the Board

18.2 Noted: That, on behalf of the Board, the Chair thanked the Board members standing down after this meeting: Dr Alex Bols, Laura Forrest, Rob McCoy and Richard Salter for the time they had spent volunteering for UCO and all the hard work they had done as part of their Board membership.

18.3 Noted: That the meeting ended at 18.02.

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. UNIAC Briefing Notes**a) IA and Climate Change Briefing Note****b) Modern Slavery Act 2015**

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

S.2 Hexad

- N/A

S2.1 Noted: That there were no minutes to present at this meeting.

S.3 Minutes of Academic Council

- FINAL – 16 June 2021
- FINAL – 1 December 2021

S3.1 Noted: That these have been discussed at AC but were noted here without discussion as per S01.

S4. Minutes of Audit & Risk Committee

- FINAL – 16 May 2022

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

S5. Minutes of Equality, Diversity & Inclusivity Committee

- N/A

S5.1 Noted: That there were no minutes to present at this meeting.

S6. Minutes of Finance & Estates Committee

- FINAL – Extraordinary 15 March 2022
- FINAL – 24 May 2022

S6.1 Noted: That these have been discussed at FEC but were noted here without discussion as per S0.1.

S7. Minutes of Fundraising Committee

- N/A

S7.1 Noted: That there were no minutes to present at this meeting.

S8. Board Nominations Committee

- N/A

S8.1 Noted: That there were no minutes to present at this meeting.

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S9. Minutes of Remuneration Committee of the Vice-Chancellor's Group (RCVCG)

- **FINAL – 25 May 2022**

S9.1 Noted: See Item 15.

S10. Minutes of Health & Safety Committee

- **FINAL – 7 December 2021**

S10.1 Noted: That these have been discussed at Health & Safety Committee and Senior Management Team but were noted here without discussion as per S0.1.

S11. Board Rolling Agenda

S11.1 Noted: That this was noted here without discussion as per S0.1.

S12. Dates of Future Meetings

S12.1 Noted: That this was noted here without discussion as per S0.1.

AGREED