

Title:	Board of Directors
Date:	8 March 2023
Time:	14.30
Place:	UCO Room 1.01

Present:	Prof Joanna Price Raffaella Bush Dr Jo-Anne Carlyle Chris Costigan Gael Dundas Richard Eastmond Mike Balcombe Charles Hindson Charles Hunt David Leppard Jayne Morley Dr Monika Nangia Jeremy Olsen Martin Pendry	Chair of the Board Board Member Board Member Board Member (Virtual, left 1600) Board Member Board Member Board Student Member Board Member (Virtual, left 1600) Vice-Chancellor, Board Member Board Member Board Member (Virtual, left 1600) Board Member Board Member Board Member Board Staff Member
In Attendance:	Allan Scott Evita Stucky Steve Vogel	Clerk to the Board & Company Secretary (Secretary) SU President-elect, Board SU Member-designate (left 15.30) Deputy Vice Chancellor (Research)

That some items within these minutes contain details of a highly confidential nature and are shown as redactions.

1. INTRODUCTION

a) Welcome

- 1.1 Noted: That prior to the Board meeting, between 14.00 and 14.30, the Head of Clinical Practice had given a presentation on the clinic for Board members' information.
- 1.2 Noted: That the Chair welcomed everybody to the Board meeting and especially Evita Stucky who was attending her first meeting and was due to be approved as Board Member-designate under Board Nominations items.

b) Apologies for Absence

- 1.3 Noted: That that there were apologies from and Sean Bonnington, Special Advisor, Sharon Potter, Deputy Vice Chancellor (Education), Joanna Smith, Finance Director and Jackie Westaway, Vice-Chair of the Board, received for this meeting.

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 specifically referencing anything within the agenda of this meeting.

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

- **30 November 2022**
 - **15 December 2022 – Special**
 - **31 January 2023 – Special**
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- 1.5 Approved: That other than one minor change, the 30 November 2022 minutes and the redaction suggestions were approved.
- 1.6 Approved: That the minutes from 15 December 2022 and 31 January 2023 and the redaction suggestions for December 2022 were approved. The Board also approved the Chair's

proposal that the minutes of the extraordinary meeting in January 2023 minutes should not be published because all items on the agenda were commercially sensitive and thus required redaction.

e) Board Action Register

- 1.7 Noted: That the Clinic Business Plan item within the Actions Register was discussed:
14.06.2022, 10.7: Business Plan for Clinic – the VC proposed that this should be reviewed initially at the FEC May 2022 and then by the Board in June 2023 (FEC had agreed that a revised Clinic Business Plan be presented at the April FEC). This is because the VC had been advised that it would be more appropriate to include as part of a business plan for the entire institution.
- The Board expressed concerns about this approach because of the need to increase clinical income as a matter of priority.
 - That marketing department capacity and student recruitment will require expansion and extra resource. A more senior Student Recruitment Manager and an administrator are going to be hired for Marketing under Change Management which will also free up capacity for clinic marketing.
 - That a proposal for use of the £250K contingency had yet to be approved by FEC.
- 1.8 Noted: That the Operating Plan and KPIs for 2022-23 (Matters Arising 30 November 2022) have not been completed.
- 1.9 Action: That Health & Safety Governance was also under Matters Arising from 30 November 2022. It had originally been agreed that the VC would update the Board on Health and Safety governance at the March Board. The Board agreed that this should be an item for June 2023 and also expressed an interest in hearing from the UCO Head of Estates in a Health and Safety Deep Dive covering this area both from the point of view of estates and people. Clerk to invite the Head of Estates to present at 14.00, Wednesday 14 June 2023.
- Action: Vice-Chancellor (report); Clerk to the Board (invitation to Head of Estates)**

1a. DECISION ITEMS

Board Nominations Items

- **Student Union President – approval as Board member**

- 1a.1 Noted: That as the SU President-elect needed to leave the meeting at 15.30 and the Board Nominations Committee (BNC) Chair needed to leave at 16.00, this item was discussed first.
- 1a.2 Noted: That it was recommended by BNC that the SU President should ex-officio join the UCO Board with the term to be 1 April until 31 March annually. Since Evita Stucky had been elected SU President for 2023-24, the Board were therefore asked to approve her Board membership from 1 April 2023 until 31 March 2024.
- 1a.3 Noted: That the SU President-elect's biography and outline of plans for her year in office were noted by the Board.
- 1a.4 Approved: That Evita Stucky was confirmed as Board Member-designate ex-officio in her position as SU President-elect and will officially take office as a Board member on 1 April 2023.
- 1a.5 Noted: That the Board would find it valuable to receive a regular report from the student members focusing on student experience issues. The student members were assured that they could be provided with support and guidance on what would be appropriate to include and how that would differ from items normally be covered by the Staff-Student Liaison Committee or Academic Council. The role of the student members in communicating and engaging with their peers on Board items and decisions was highlighted.

- **Governance Effectiveness Task & Finish Group (GETFG) Disbandment and Incorporation into BNC**

1a.6 Approved: That the BNC meeting on 5 December 2022 recommended that because membership of both groups was identical, other than the two additional GETFG members (Jo-anne Carlyle and Richard Eastmond), it would be more efficient to disband GETFG in favour of incorporating the work on Governance Effectiveness into BNC meetings. The two non-BNC members would be invited to attend the relevant parts of BNC meetings. This proposal was approved by the Board.

- **Senior Independent Director**

1a.7 Noted: That one of the recommendations in the report on Governance by UNIAC, now incorporated into the Governance Effectiveness Action, was that *“Consideration should be given to appointing a Senior Independent Director (as recommended by the CUC Code) to oversee Chair and Vice-Chair appraisal and to manage issues such as changes in the employment situation of Board members”*. BNC agreed to ask the Board whether they were in agreement with establishing this role.

For financial reasons, BNC agreed it would not be feasible to seek external recruitment for this role at this time. It was proposed that if the Board agree that this role is established, BNC should oversee the appointments process (as for all Board positions).

1a.8 Agreed: The Board agreed that appointing a SIG would be a good idea in principle due to the change of Chair and because of the activities currently being undertaken in the field of governance. The role should not be recruited externally but should be added to the portfolio of an existing member if any member fits the criteria. BNC will discuss further.

2. STRATEGIC DISCUSSION ITEMS

Strategic Planning Update

- **Futureproofing Working Group (FPWG) ToRs**
- **Report on First Meeting (To Note)**
- **LEK Consulting Proposal**

2.1 Noted: That at the Strategy Away Day in January 2023, the Board agreed that a Strategic Planning oversight group should be established to oversee the process for ensuring the future sustainability of UCO, and that the Chair of the Board would draft Terms of Reference (ToRs) for formal ratification.

These ToRs were circulated, commented on and subsequently approved at the first meeting of the FPWG on 24 February 2023 and the Board were asked to approve the same.

FPWG also proposed that the Board delegate to them selection of the consultancy firm and authorise spend of up to £30,000 to start the first phase of the project (subject to approval from the bank being in place for a covenant variation and an increase in the budget deficit).

2.2 Approved: The FPWG ToRs were approved by the Board and FPWG were authorised to select the consultancy firm and spend up to £30,000 to start the first phase of the project.

2.3 Noted: That the aim is for the consultancy firm to have been selected by FPWG and Board approval obtained by e mail before the next Board in April 2023.

2.4 Noted: That, after being contacted by the Chair to ask his advice regarding potential consultants on HE partnerships/merger, Ant Bagshaw had submitted a draft proposal that was considered by FPWG (included in the Board papers for information only). He also has met with the VC and the Chair.

FPWG agreed that the process of selection of a consultancy firm that other tenders should be sought. Ant Bagshaw would be invited to resubmit his proposal to ensure a

level-playing field. A Bid Proposal has been drafted, reviewed by FPWG, and sent by the Vice-Chancellor to all potential tender candidates.

2.5 Action: Clerk to circulate bid that was sent to potential tender candidates to the Board for information.

Action: Clerk to the Board

2.6 Noted: That 15.30 Evita Stucky left the meeting at 15.30.

3. PERFORMANCE ITEMS

Financial Summary from 31 December 2023

3.1 Action: Clerk to add page numbers to the separate agenda for future Board paper packs.

Action: Clerk to the Board

3.2 Noted: That the financial summary presented is for the 5 months, including Income & Expenditure, cash flow, variance analysis, balance sheet and Capital Expenditure. It also provides a forecast to the year-end end and covenant calculations.

There are no significant changes to the financial forecast for the year-end as compared to budget, except a strategic provision of £ **REDACTED** added to the 2022-23 forecast and budget to cover additional expenditure. This was agreed at the Board Meeting on 31 January 2023. **REDACTED**

REDACTED It was also noted that utility prices have reduced since the financial forecast was previously presented to the Board.

- **Student Number Update**

3.3 Noted: That student recruitment and retention figures are reviewed by Senior Management Team (SMT) on a monthly basis. The figures presented to the Board provided data on recruitment for MOst Full- & Part-Time; BSc Nutrition with Professional Practice; Access to Higher Education and MSc (Pre-Registration). Retention figures presented MOst data from 2019 to 2022 with more detailed breakdowns from January 2023 for Access, MOst, MSc (Pre-Reg) and two PG Cert courses. The Board thanked the Vice-Chancellor for presenting such a detailed and informative report.

REDACTED the Chair requested revised financial forecasts be presented to FEC in April.

Action: Vice-Chancellor, Finance Director

3.4 Noted: That the International Therapy Examination Council (ITEC) Sports Massage Therapy training qualification, which is going to be given as a free extra to MOst students and be offered externally, is now online with an email having been sent to inform all applicants. This will be highlighted in the Marketing of UCO with the eventual aim of it also becoming an income stream. The idea is to link it into UCO's clinic provision to guard against loss of USP should competitors replicate the idea.

3.5 Noted: That there are students who have approached UCO from other institutions looking for a potential change. They are currently being interviewed. Most of UCO's recruitment remains from the South East of England, especially with the increasing cost of travel. UCO are taking steps to design the timetable to ensure students can minimise travel as much as possible.

- **Clinic Performance Update**

3.6 Noted: That the clinic data is regularly reviewed at Senior Management Team (SMT) and includes patient numbers per week across all services; monthly income versus budget, and comparison to the previous year. Clinic income for the 5 months was noted at just

above target on £163,000 compared to a budget of £160,000 (positive variance = £3,000).

3.7 Noted: That a lot of the associate and specialist clinics, closed during Covid, have re-opened.

3.8 Noted: That the Board felt it had been extremely useful to have the clinic presentation prior to the meeting and that a lot had been learned from them. The Board wished to thank the Head of Clinical Practice for her time and effort giving this presentation and the one before the Finance and Estates Committee (FEC).

4. DECISION ITEMS

Board Nominations Items

4.1 Noted: That this item was discussed near the beginning of the meeting under 1a above.

BSO Trading Company dissolution

4.2 Approved: That UCO's predecessor company, British School of Osteopathy (BSO) had created a trading company in April 1998 to allow BSO to trade outside of the aims set out by the BSO Memorandum and Articles of Association above a taxable income threshold. However, it had never traded and it was seen as sensible to look into dissolution. The UCO Company Secretary requested and was granted permission from the Board to investigate dissolution and recovery of £1,000 worth of share capital.

FEC, the Chair of the Board, the Vice-Chancellor, the Company Secretary and UCO's solicitors all recommend Option 1 presented in the paper; this recommends forfeit of that share capital due to the legal fees that would otherwise arise. The Board approved this recommendation.

Complaints against Board Members Policy & Procedure

4.3 Approved: That at the Board meeting in December 2022 the Chair brought to Directors' attention that UCO does not have a Policy for dealing with potential Complaints against Board members. At the time a draft Policy was being prepared in consultation with UCO's solicitors and was approved by Chair's action on 19 December 2022. At the advice of the solicitors, it was brought to this meeting for ratification. The policy was approved by the Board.

Building Disposal Authority Delegated to Executive

4.4 Noted: That a Resolution to give authority to the Executive to explore lease and disposal options around the clinic building was approved at the November 2022 Board meeting. FEC recently agreed that this authority should be extended to Borough High Street (BHS), given the need to ensure that all strategic options for UCO's estate are explored.

4.5 Approved: That the updated Building Disposal Authority Delegated to Executive was approved and is attached as an appendix to these minutes.

4.6 Noted: That Chris Costigan, Charles Hindson & Jayne Morley left at 16.00

5. INFORMATION ITEMS

Board Nominations Committee (BNC)

• Board Membership Update

5.1 Noted: That the information sheet is to be presented at each BNC and Board meeting to highlight current skills sets and term of office dates for Board members and to identify any upcoming skills gaps as a result of any impending retirements. The Board would like to thank Raffaella Bush who will stand down at the end of her three-year term and Gael Dundas who will stand down at the end of her six years in June 2024.

That Charles Hindson, ARC Chair, has agreed to stay for at least one more year at the end of his three-year term in June 2024 and Vice-Chair Jackie Westaway is to be asked to stay on at the same time at the end of her six years on the Board.

5.2 Noted: That BNC will look at strategy for recruitment considering the current situation of UCO at their meeting on Monday 13 March 2023.

- **Governance Effectiveness Action Plan**

5.3 Noted: That the Governance Effectiveness Action Plan was presented for Board members to note and will be analysed in greater depth at BNC, but some points were highlighted:

- Board Charter – that due to other priorities there has been no movement on this.
- Training – that due to challenging budget position, this is marked as red on the Action Plan. However, it was noted that the minimum required statutory training, such as Prevent duty, had been done and that the Board member induction booklet was substantial. It was agreed that for some forms of training (non-compulsory) that self-certification would be appropriate.
- The Clerk is working on further improvements on the induction process.
- It still remains unclear as to what training is compulsory for the Board and this will be updated on the GEAP Action plan.

5.4 Action: That there was still an outstanding Action for the Executive to explore the option of providing Board members with Prevent Training.

Action: Clerk to the Board

5.5 Noted: That a meeting was held regarding amends to the Articles of Association and it is still undecided as to what changes will be suggested to the shareholders at the next AGM, if any. It may be that minor changes will be suggested this year, with any more radical changes considered at a future AGM following review by the Board and with external legal input.

Vice-Chancellor's Update

5.6 Action: That OfS is proposing to impose a substantial new condition of registration on providers in relation to harassment and sexual misconduct. Currently UCO rules state that members of staff have to register relationships with students, but it is likely this will be subject to a blanket ban within the new OfS condition.

It was noted that by the Chair and by Monika Nangia, that in 2021 the OfS required Boards to consider the approach of the institution to issues such as sexual harassment on Campus and bullying.

Vice-Chancellor to check whether UCO's policies and approach on sexual harassment has been previously discussed by the Board.

Action: Vice-Chancellor

Audit & Risk Committee (ARC)

5.7 Noted: That Cyber Security was discussed at the last ARC meeting and will be discussed in more detail in ARC May 2023. It is understood that multi-factor authentication is an inevitability for any users of UCO emails, including Directors.

5.8 Action: That the importance of the highest-level risks being regularly presented to ARC and the Board was highlighted. Format could be flexible provided comparison with previous risk scores was possible. Executive to ensure for next ARC & Board.

Action: Executive

Finance & Estates Committee (FEC)

5.9 Noted: That this item was noted without additional comment.

Academic Council

5.10 Noted: That there are governance processes that need to be improved around academic assurance. Currently there appears to be lack of clarity around the responsibility of Academic Council (AC) versus the Board. For example, the minutes of AC state that

the Board is reviewing the NSS Action Plan but this should be first approved by AC. It was noted that it would be normal to have an Academic Council meeting in the autumn term to approve academic assurance papers etc.

Likewise, Academic Council have approved revisions to the Student Protection Plan but this should be approved by both bodies.

The issue of reporting on Student Complaints and Appeals was also raised

5.11 Actions: Clerk to check when the following were submitted to the Board:

- Student Complaints and Appeals in annual report format.
- VC and Deputy VC to review academic assurance processes.
- Student Protection Plan to be reviewed by the Board.

Action: Clerk to the Board, VC and Deputy VC (Education)

5.12 Noted: Responses to further points raised:

- Regarding difficulty in recruiting external examiners. What is required is osteopaths with previous academic experience who are independent of UCO to take on these roles, a group of people who are not great in number. Training and mentoring from the previous external examiner is often required for newly recruited external examiners. The low number means that these external examiners will often mark each level from 4 to 7 rather than these levels being split between different examiners, but it was made clear that there is no level where external examination does not take place.
- The Occupational Health Committee's function is to deal fitness to practice and other issues around students and is nothing to do with staff.

5.13 Noted: It was pointed out that care needs to be taken with the language used in key impacts on cover sheets as the Equality Diversity & Inclusivity narrative had seemed to conflate minorities with vulnerability, which had not been intended.

Shareholder Update

5.14 Noted: That there have been two Shareholder reconciliations ('tidy-ups') that culminated in Board members signing a Stock Transfer Form and an Indemnity Certificate for each missing shareholder and certificate in December 2021 and January 2023, a process set up and followed exactly according to instructions from UCO's firm of solicitors, Shakespeare Martineau. The shareholder list, having previously totalled over 400 people, now totals 170 following removals of untraceable shareholders.

The Company Secretary thanked Board members for their signatures work during the Board Strategy Day which, following him witnessing each form, meant that the UCO shareholder list is now completely up-to-date with no known untraceable shareholders. The Board also thanked the Company Secretary for all the work done.

5.15 Noted: **REDACTED**

5.16 Noted: That the Company Secretary clarified that no shares could change hands without Board approval. If shareholders give up their shares, they do so as a gift to the company.

5.17 Action: **REDACTED.**
Action: Company Secretary

Proposed Dates for Meetings 2023-24

5.18 Noted: That the proposed dates had already been sent to the Board by email and were noted here.

Board Rolling Agenda 2022-23

5.19 Noted: That the Rolling Agenda was noted without additional comment.

Any Other Business

5.20 Noted: The there was no additional business discussed.

5.21 Noted: That the meeting ended at 16.50.

6. Dates of Future Meetings

6.1 Noted: That the time and date of the next special Board meeting is 13.00, Tuesday 18 April 2023 virtual and the next substantive Board meeting is 14.30, Wednesday 14 June 2022 in person at UCO.

AGREED

Appendix 1

Building Disposal Authority Delegated to Executive

That the resolution agreed by the Board on 30 November 2022 be modified as below:

Good governance requires clear and unambiguous board decisions to be recorded in the minutes.

It is an appropriate time to record on the board's current decisions relating to the and Borough High Street (BHS) properties, awaiting an agreed Estates and Institutional Strategy.

1. The Board confirms that they have reviewed financial plans submitted by the Executive and in support of ensuring financial sustainability, have authorised the Executive to explore potential lease or disposal options for Southwark Bridge Road.
2. The Board also authorises the Executive to explore options for disposal or extension of the lease on Borough High Street.
3. Any decision about either option requiring further Board approval.

Original Resolution approved 30 November 2022 (for reference ONLY):

Good governance requires clear and unambiguous board decisions to be recorded in the minutes.

It is an appropriate time to record on the board's current decisions relating to exiting the Hallsville project and awaiting an agreed Estates and Institutional Strategy.

1. The Board notes the previous recommendation of the Executive to cease negotiation with CityLink for the lease of the Hallsville property.
2. The Board withdraws all previous authorities relating to the Executive taking actions to dispose of either of UCO's two sites.
3. The Board confirms that the Executive have submitted their initial proposals for the financial recovery plan and, in support of this plan, has authorised the Executive to explore potential disposal options for UCO's Southwark Bridge Road lease (any decision about such an option requiring further Board approval).
4. The Board also authorises the Executive to explore options for extending UCOs lease on Borough High Street (any decision about such an option requiring further Board approval).