

Title:	Board of Directors
Date:	17 October 2023
Time:	14.00
Place:	Room 1.01

Present:	Prof Joanna Price	Chair of the Board
	Mike Balcombe	Board Student Member
	Dr Jo-Anne Carlyle	Board Member
	Charles Hindson	Board Member
	David Leppard	Board Member
	Jayne Morley	Board Member
	Dr Monika Nangia	Board Member – electronic
	Jeremy Olsen	Board Member
	Martin Pendry	Board Staff Member
	Sharon Potter	Acting Vice-Chancellor, Board Member
	Evita Stucky	Board Student Union President Member
	Jackie Westaway	Vice-Chair of the Board

In Attendance:	Allan Scott	Clerk to the Board & Company Secretary (Secretary)
	Dr David Langley	Chief Operating Officer
	Joanna Smith	Finance Director
	Steve Vogel	Deputy Vice-Chancellor

1. INTRODUCTION

a) Welcome

1.1 Noted: That there were apologies received from Chris Costigan, Board Member and Richard Eastmond, Board Member.

A written submission from Richard Eastmond complimented the Executive on what was felt to be a very comprehensive set up Board papers- specifically the Merger update, Acting Vice-Chancellor (AVC) report, and the Operational Plan – a sentiment echoed by Board members present.

1.2 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.

1.3 Noted: That the minutes from the 12 September 2023 and Special Minutes from 5 October 2023 were taken as an accurate reflection of the meeting.

1.4 Action: That redaction suggestions for both sets of minutes had not yet been submitted, Chair and Clerk to action and send to Board members for electronic noting.

Action: Chair of the Board; Clerk to the Board

1.5 Noted: That items on the Actions Register were discussed and all confirmed as complete or on the agenda, other than with the following caveats:

- **30.11.2022, 3.21 Prevent Training** – the majority of Board members had completed this, outstanding members were asked to complete this by Tuesday 24 October 2023.
- **30.11.2022, Health & Safety** – this is now covered by the Operational Plan.

Post Meeting Note: The Board Chair has requested from the COO that an assurance/annual report on Health and Safety be prepared for the March Board.

- **12.09.2023, 5.2 Joint AECC/UCO Away Day** – this is likely to be in early 2024, AECC and UCO to continue working on date and venue.
- The COO had recently attended a governance briefing provided by Advance HE on changes to freedom of speech legislation and monitoring. The Executive are currently reviewing requirements around this to ensure UCO comply with best practice.

2. STRATEGIC ITEMS

Merger Progress Report

2.1 Noted: That discussions and negotiations continue in a positive and constructive tone and the Board was asked to note the following:

1. UCO Board of Directors approved the draft Heads of Terms (HoT) document on 5th October, which enabled the move into Phase 2 of the merger process. Feedback from the Board was largely positive, and a wish for more explicit reference to commitment by AECC to the discipline of osteopathy in any future discussions and, if appropriate, the final Transfer Agreement was noted.
2. AECC Board had given approval of HoT on 2nd October, as well as merger Programme Board ToR and provided an indication that their Phase 1 due diligence had almost completed. UCO has provided numerous documents to enable this to happen.
3. The jointly signed HoT have been sent to OfS and Barclays Bank at their request. AVC has kept General Osteopathic Council (GOsC) and the Institute of Osteopathy (iO) informed of developments.
4. A joint press release was issued on Monday 9th October and the AVC hosted a series of staff and student briefings at UCO.
5. AECC Vice-Chancellor and Chair of Board will speak to shareholders and UCO staff on 7th November to discuss their aspirations for UCO post-merger.
6. UCO DVC will host an online discussion on osteopathic education in December.
7. Phase 2 will mean the Programme Board will become 'live' and begin to oversee operational elements of the merger and will meet monthly. Feedback from the Programme Board will be provided to Board of Directors on a regular basis.
8. Workstreams will be established in key business areas to promote cultural integration and prepare organisation(s) for day 1 of operations post-merger. It is acknowledged that workstreams will have different priorities and it is highly likely that some operations, processes and systems will need to carry on in parallel after the merger for a short transition phase. Meeting statutory obligations will be the principal driver.
[REDACTED]
12. UCO has initiated due diligence on AECC, supported by lawyers.
[REDACTED]

2.2 Noted: That the first Programme Board will take place on 24 October with UCO Board Member Chris Costigan in the Chair.

It was clarified in answer to a question that the purpose of the workstreams is primarily to oversee the operational activities required for the merged institution and to help AECC build a business case post-merger. The target date for the business plan is March 2024.

2.3 Noted: That there had been a Pulse survey conducted among UCO staff and students with an overwhelming majority being positive towards the potential merger. There was no large difference between the number of students or staff in favour or against the merger.

Report & Actions re: Shareholders and from AGM 12 Sept 2023

2.4 Noted: That shareholder communications are still being received but now seem to be mostly positive in tone. While there is still concern regarding the profession and future of osteopathy, there seems to be less so about the potential AECC/UCO merger. UCO leadership have been heavily involved in both individual and group meetings with shareholders; several of them are seeing potential opportunities to engage with the merger process, with eight having now expressed an interest in taking part in the stakeholder workstream.

Details are being finalised for the proposed event to discuss the future of osteopathic education, another topic that shareholders had expressed interest in. UCO will also co-host the conference celebrating osteopathy's 30 years as a regulated profession taking place at the forthcoming weekend.

[REDACTED]

2.5 Action: An additional communication is to be sent to shareholders prior to the shareholder meeting to ensure they are aware of the next meeting being a Question-and-Answer session and was an opportunity to meet the AECC leadership. Acting Vice-Chancellor and Deputy Vice-Chancellor to draft a on behalf of the Chair.

Action: Acting Vice-Chancellor; Deputy Vice-Chancellor

Plan B Options

2.6 Noted: That this paper considers actions that might need to be taken if merger discussions with AECC falter at any point. [REDACTED]

3. DECISION ITEMS

UCO Operational Plan

3.1 Noted: That the Board of Directors were invited to review and approve the operational plans for 2023/24. The plan has been developed based on the following institutional priorities set by the Acting Vice-Chancellor:

1. Enhancing current course provision to increase competitiveness and improve the student experience.
2. Increasing student applications to attract a diverse range of students.
3. Executing the clinic business plan to boost clinical revenue and diversify clinical provision.
4. Advancing our work on the AECC partnership
5. Focus efforts on increasing income

The Chief Operating Officer (COO) had asked each member of the SMT to develop proposed annual objectives for their area of responsibility based on these priorities, and requested these were SMART (Specific, Measurable, Achievable, Relevant and Time-bound) and these were reviewed by the Executive.

3.2 Action: That it was described as extremely helpful for the Board to have been given sight of this report, it will be monitored monthly by the Executive and the Board will receive a final report in June 2024 on how much of the plan has been enacted.

COO to tidy up the BRAG aspects of the plan and, due to capacity concerns around merger workstreams, reprioritise some objectives to ensure overload on SMT is avoided as much as possible. Governance to be added and, for all areas, operational plan should be cross checked with risk register and all other documentation to ensure everything is included.

Action: Chief Operating Officer

People & Culture Committee

3.3 Noted: It was proposed at BNC that a People and Culture Committee (PCC) including the remit of EDI should be established as a Board sub-committee. The COO, with input from a couple of independent Board members and the Acting Vice-Chancellor, has developed proposed Terms of Reference (ToR). The ToR explicitly focus on people and culture activities associated with the merger phase with AECC and are therefore transitional up until the merger is complete. It was felt this committee would be of special importance pre-merger to monitor staff morale and well-being during what would be a stressful process.

It was proposed that Jo-anne Carlyle be appointed as Chair of the PCC.

3.4 Noted: That it is intended that there be three meetings before the end of 2023-24, starting with a meeting in the next few weeks, followed by January and then another prior to the Board June 2024. Membership was still to be fully decided.

3.5 Action: That two suggestions were made about the Terms of Reference:

- Paragraph 1, clause 2: remove *“Position UCO as a leader in the field by ...”* but to leave *“championing an inclusive, supportive, and equitable learning and working environment aligned with UCO’s values and strategic plan.”*
- Paragraph 2, clause 3: substitute *“Collect and review”* with *“Receiving assurance on”* prior to *“...EDI data, including staff and student satisfaction, and ensure compliance with statutory requirements.”*

Point 2 was accepted, but there was concern raised by the Deputy Vice-Chancellor that point 1 would dilute UCO’s contribution, especially in view of the leadership UCO does show within the osteopathic profession. Committee and Deputy Vice-Chancellor to discuss and submit their final wording to the Clerk.

Action: Deputy Vice-Chancellor; Chief Operating Officer

3.6 Approved: That, subject to the points in in 3.5, the establishment of the PCC and Jo-anne Carlyle as Chair was approved.

4. INFORMATION ITEMS

Academic Assurance Report

4.1 Noted: That this report has been produced to provide the Board of Directors with assurance that academic quality and standards are maintained and enhanced at the UCO.

Emerging risks that have been identified regarding the maintenance of academic standards and quality are:

1. Continuation rates relating in particular to UCO M.Ost Full-Time Year 1 and NCA BSc (Hons) Acupuncture Year 1 students.
2. UCO’s Student Voice mechanisms in response to 2022-2023 National Student Survey (NSS) feedback.
3. CICM’s student experience performance in response to 2022-2023 NSS feedback.
4. The College of Esports partnership.

4.2 Noted: That academic assurance is now a primary responsibility of Governing Boards in the Higher Education sector, a function that previously was considered as being the responsibility of Academic Council (or its equivalent). There is no defined framework for Academic Assurance Reports, but they are a key part of the academic governance

process and should contain sufficient information to enable the Board to gain assurance around quality and standards.

The report was presented by the Head of Quality and the Board thanked her for having produced the quality report and in an appropriate format to provide assurance to the Board. As well as the Head of Quality, the MOst Course Leader & Director of Teaching, Learning & Assessment, joined the meeting for this item.

4.3 Noted: That cost-of-living concerns had become prevalent during the previous academic year and UCO have tried to meet student concern about these. For example, the timetable has been changed to ensure that students have a reduced number of days on site and more blended learning to save them travel costs, which has resulted in increased attendance.

Costs for students attending clinic is currently an issue that the course team are involved in discussions about and students have been reminded to contact Student Support to discuss individual circumstances if they need to.

4.4 Noted: That the question was asked about module involvement in feedback and how engaged students were with this. It has previously not been successful due to students not doing the pulse surveys that have been sent out. The MOst Course Leader has now introduced methods to increase feedback from students into the course content, as well as focus on ongoing dialogue with individuals and groups of students, which seems to have worked better. However, with the Head of Quality he is continuing to explore ways to improve participation in module feedback.

Student complaints are reported annually to Academic Council, which meets three times per year. Following the report, consistent themes are identified and, where the need exists, an Action Plan is drawn up. The importance of Academic Council meetings was highlighted and the minutes being included in Board papers for members' information. It would be expected that Academic Council would review and approve the Annual Academic Assurance Report.

4.5 Noted: That partners undertake an annual reporting process and UCO scrutinise their student experience results in the same way as for UCO's own students. The Partnership Manager sits on each of the partners' relevant committees and is hands on with arising issues.

Although Audit & Risk Committee (ARC) have scrutinised partnerships on behalf of the Board (there was an internal audit in April 2023), it was agreed that a report on the College of Esports should be added to the November 2023 agenda under ARC issues. Given that there are ongoing concerns about the risks around the College of ESports it is appropriate for the Board to review a management report on progress with the internal audit recommendations.

4.6 Action: Clerk to add College of Esports to ARC and the Board agenda for November; the papers to include relevant UNIAC report and follow up management report from Executive on how the internal audit recommendations are being implemented.

Action: Acting Vice-Chancellor; Clerk to the Board

National Student Survey (NSS) Report

4.7 Noted: That the Director of Teaching Learning and Assessment took the Board through the information that had been included in Board papers on the results of the 2023 NSS Survey. The UCO elected to use some of the optional questions around placements and these were also included.

In almost all cases the scores have risen against those recorded for 2022, in some areas significantly. It should be noted that part time students have demonstrated much greater levels of satisfaction this year in contrast to the previous graduating cohort on this pathway. There are areas where part time learners and those on the Full Time Course had opposing views, so communication and perception around procedures need to be considered. There are other areas that the UCO needs focus for 2023/2024 will be around:

- trust in assessments
- responses to student voice
- communication
- consistency in teaching

4.8 Noted: That Organisation & Management is the major metric that UCO has previously had a poor score in and was also problematic in the most recent survey. There have already been improvements implemented, such as the appointment of an Academic Administration Manager, however, some of them were implemented too late to have made a difference to this NSS Cycle. More work will be done through the Staff Student Liaison committees to improve student satisfaction and work through specific points.

4.9 Noted: That the Board noted that the Director of Teaching Learning and Assessment was leaving UCO at the end of the week, they thanked him for his 17 years' service for the institution and wished him all the best for the future.

Acting Vice-Chancellor's Report

4.10 Noted: That the report had been written in a new format whereby UCO's Senior Management Team (SMT) had all contributed content prior to it being edited by the Acting Vice-Chancellor. The Board agreed it was a useful and excellent format and thanked AVC and SMT for the report. There were no additional questions raised for this item.

Risk Management

4.11 Noted: That the high-level risks had been discussed at ARC. The AECC merger process had been added as a new high-level emerging risk 1.27. Clinic recruitment had also been added due to the impacts on both student experience, reputation and income generation.

It had been decided at ARC that remaining internal audits should be meaningful to the merger process and be of use to the AECC. The next audit will review Transfer of Undertakings Protection of Employment rights (TUPE) and student satisfaction.

There had been Management Actions outstanding from previous internal audits, some of them from over two years ago. Chief Operating Officer is focussing on actioning and reducing their number.

This update was provided by the Chief Operating Officer in the absence of the ARC Chair.

4.12 Noted: That this was the right format for assessing institutional risks during a merger process that would be in place for the next six- to nine months.

5. STARRED ITEMS

- **Audit & Risk Committee**

- **Minutes 25 September 2023**
- **Public Interest Disclosure (Whistleblowing)**
 - a. **Public Interest Disclosure (Whistleblowing) Policy**
 - b. **Annual Summary Report on Whistleblowing numbers and outcomes**
- **Freedom of Information (Fol) & Subject Access Requests (SAR)**
Annual summary of Fols & SARS for 2022-23.

5.1 Noted: That this was noted without additional comment.

- **Board Nominations Committee**

- **Minutes 5 September 2023**
- **Director Information**
- **Committee Memberships**
- **Governance Effectiveness Action Plan**

5.2 Noted: That this was noted without additional comment.

- **Finance & Estates Committee**

- **Minutes 6 September 2023**

5.3 Noted: That this was noted without additional comment.

- **UNIAC Briefing Notes**

- a) **Data Futures**
- b) **HR Frameworks Benchmarking**

5.4 Noted: That this was noted without additional comment.

Board Rolling Agenda 2023-24

5.5 Noted: That this was noted without additional comment.

Any Other Business

5.6 Action: That the next Board pack should include links to starred items and other substantive reports for Board members to follow if they are interested to reduce the size of the full board pack.

Action: Clerk to the Board

Dates of Future Meetings

5.7 Noted: That the meeting ended at 17.01.

5.8 Noted: The date of the next meeting is the 14.00 on Tuesday 21 November 2023.