

**Minutes**

|        |                           |
|--------|---------------------------|
| Title: | <b>Board of Directors</b> |
| Date:  | <b>5 October 2021</b>     |
| Time:  | <b>15.30</b>              |
| Place: | <b>Zoom</b>               |

|                       |   |  |
|-----------------------|---|--|
| <b>Present:</b>       | Prof Janusz Jankowski<br>Alex Bols<br>Sean Bonnington<br>Dr Jo-Anne Carlyle<br>Chris Costigan<br>Laura Forrest<br>Charles Hindson<br>Charles Hunt<br>David Leppard<br>Rob McCoy<br>Jayne Morley<br>Jeremy Olsen<br>Richard Salter<br>Richard Eastmond<br>Dr Monika Nangia | Chair of the Board<br>Vice-Chair of the Board<br>Special Advisor<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member – Vice-Chancellor<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member |
| <b>In Attendance:</b> | Allan Scott<br>Sharon Potter<br>Joanna Smith<br>Steve Vogel   | Clerk to the Board & Company Secretary (Secretary)<br>Deputy Vice Chancellor (Education)<br>Finance Director<br>Deputy Vice Chancellor (Research)  |

**That Item 16 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 this meeting took place purely by electronic video conferencing.  
 1.2 Noted: That apologies were received from Raffaella Bush, Board Member and Jackie Westaway, Vice-Chair of the Board.

**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 – 15 June 2021**

- 3.1 Agreed: That other than a minor amendment, both 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 9 March 2021</i> |            |  |                 |
|--|------------|--|-----------------|
| Responsibility   | Minute/s   | Initial action/s   | Outcome/s       |
| <b>Clerk to the Board</b>  | <b>8.5</b> | <b>Celebrating Successes &amp; Vice-Chancellor's Update</b><br>That the proportion of osteopathy students who study at UCO is always around 40%, considerations around increasing the pool of people might be more worthwhile than considering taking more of the currently small share, Clerk to add to the agenda for a future Board meeting.<br><br><i>Oct 2021 – on agenda for discussion at Board Strategy Day December 2021.</i> | <b>Complete</b> |

**Minutes**

|   |             |   |                  |
|---|-------------|---|------------------|
| <b>Vice-Chancellor</b>                      | <b>9.5</b>  | <b>Hallsville Quarter Update</b><br>Vice-Chancellor to draw up a worst-case scenario based on the premise of UCO committing to Hallsville but then being unable to afford the payments.   | <b>On Agenda</b> |
| <b>Clerk to the Board</b>                   | <b>9.6</b>  | <b>Hallsville Quarter Update</b><br>Clerk to seek dates within July, August & September 2021 as possible emergency dates for the Board to discuss this issue before Board October 2021.   | <b>Complete</b>  |
| <b>Clerk to the Board</b>                   | <b>15.2</b> | <b>Board Member Code of Conduct</b><br>That the footnote for the UCO Conflicts of Interest Policy be moved from section 1 to section 3.   | <b>Complete</b>  |
| <b>Jackie Westaway;<br/>Vice-Chancellor</b> | <b>19.1</b> | <b>Board Effectiveness Working Group</b><br>That the Board noted the paper and approved the creation of a Board Effectiveness Working Group to also look at general governance. Jackie Westaway and Vice-Chancellor to discuss next steps.  | <b>Complete</b>  |
| <b>Clerk to the Board</b>                   | <b>23.1</b> | <b>Remuneration Committee of the Vice-Chancellor's Group (RCVCG) Terms of Reference</b><br>That the question was raised as to why the Chair is excluded from discussion with regards to the Vice-Chancellor appraisal, although it was accepted that the post shouldn't chair that part of the meeting. Terms of Reference to be re-examined in the Governance Committee mentioned under item 19. | <b>Ongoing</b>   |
| <b>Clerk to the Board</b>                   | <b>24.1</b> | <b>Board Members and Committee Membership Summary Document – from 2021-22</b><br>Clerk to expand summary document to include all committees with Board membership for Board members information.<br><i>Oct 2021- see starred item BoD-21-01-S2</i>  | <b>Complete</b>  |

**Previous Actions from the Board of Directors meetings**

| <b>Responsibility</b>         | <b>Minute/s</b>        | <b>Initial action/s</b>  | <b>Outcome/s</b> |
|-------------------------------|------------------------|--|------------------|
| <b>Clerk to the Board</b>     | <b>Oct 2020<br/>03</b> | <b>Any Other Business</b><br>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.<br><i>Oct 2021 – VC Group are set up with buddies and new Board members have started, marking as complete.</i> | <b>Complete</b>  |
| <b>Deputy Vice-Chancellor</b> | <b>Nov 2019</b>        | <b>Financial Summary</b><br>That a question was asked about dropout rates, to which  | <b>Ongoing</b>   |

## Minutes

|   |                        |  |                |
|---|------------------------|--|----------------|
| <b>(Education)</b>                        | <b>02</b>              | <p>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> <p><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></p> |                |
| <b>Clerk to the Board</b>                 | <b>Nov 2019<br/>03</b> | <p><b>Board Communication</b></p> <p>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.</p> <p><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></p>       | <b>On Hold</b> |
| <b>Deputy Vice-Chancellor (Education)</b> | <b>Nov 2019<br/>04</b> | <p><b>Starred Items</b></p> <p>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.</p> <p><i>Oct 2020 – that this action is ongoing but is one of the things delayed by the Covid19 situation.</i></p>  | <b>On Hold</b> |

### 5. Chair's Actions

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

### 6. Celebrating Successes & Vice-Chancellor's Update

6.1 Noted: That the unexpected surplus was pleasing and a tribute to the Finance Team who performed superbly with chasing student debt. A higher-than-expected retention also offsets the non-recruitment to the Nutrition course.

6.2 Noted: That the National Student Survey (NSS) shows a general increase in satisfaction although there are still areas that could be improved on.

6.3 Noted: That Research England have announced funding for small and specialist institutions which UCO may be eligible for even without an application process so news of that will be awaited.

6.4 Noted: That staffing continues to be looked at with Marketing, Research and Registry currently being included in a Change Management process. The target of 90% reduction in staff in the Change Management process during the beginning of 2021 was met with the review for that due to take place imminently.

6.5 Noted: That UCO have purchased a new Student Information System for around £150,000 to replace the old system which is approaching end of life.

### 7. Covid Update

7.1 Noted: That the paper was noted. It is estimated that 75% of UCO staff are vaccinated although also estimated that the figure is 90% for those who attend campus.

7.2 Noted: That UCO was commended by the Board for resuming face-to-face teaching as it is among a minority of universities to do so.

### 8. Relocation Update

8.1 Noted: That various funding avenues are being explored with regards to relocation including government-backed bank export funds and foundations. Once more data is available on the value of UCO's current buildings and how successful funding applications have been, then

---

## Minutes

---

financial modelling of various funding scenarios will be created for both Finance & Estates Committee (FEC) and the Board.

### 9. Financial Summary

#### a) Financial Summary to Year End 31 July 2021

#### b) Financial Overview for 2021-22

- 9.1 Noted: That due to having been covenant compliant in 2020-21, UCO have given Barclays Bank confidence in our financial sustainability which will make it easier with regards to negotiating loans for Relocation.
- 9.2 Noted: That the increase in consultancy fees was due to consulting on Relocation construction, lease and contracts and so was a one-off increase.
- 9.3 Noted: That there will be a full review on income when the clinic moves back into its building. Currently, our insurance covers the loss of clinic income due to the fire while taking account of cost savings such as business rates, utilities and service contracts which were not required when the building was empty.

#### 9b. Barclays Loan - Letter of Variation for LIBOR Transition

- 9A.1 Noted: That the proposal in this paper would cover until August 2022 which is when UCO's loan is due to be re-negotiated. Audit & Risk Committee (ARC) and Finance Director to discuss what will happen thereafter.
- 9A.2 Approved: That this proposal was approved by the Board.

### 10. Staff Satisfaction

- 10.1 Noted: That the new HR Officer role is currently being recruited to, remote working is possible up to 60% of the time for UCO staff and new starters.
- 10.2 Noted: That a question was asked about staff pronouns on email signatures, UCO's policy is that it is personal choice.
- 10.3 Noted: That that a questionnaire to all staff is planned and UCO had invited leavers to fill in a questionnaire and attend exit interviews, neither of which received much uptake.

### 11. Fundraising Committee (FRC) Terms of Reference

- 11.1 Approved: That the FRC Terms of Reference were approved by the Board without additional comment.

#### 11a. Board Nominations Committee (BRC) – replacement Member

- 11A.1 Approved: That Raffaella Bush was approved as a replacement for Isabel Nisbet on the Board Nominations Committee by the Board.

### 12. Public Interest Disclosure (Whistleblowing)

#### a) Public Interest Disclosure (Whistleblowing) Policy

#### b) Annual Summary Report on Whistleblowing numbers and outcomes

- 12.1 Noted: That the Policy and summary report had been provided to Audit & Risk Committee (ARC) and Senior Management Team (SMT). Due to substantial changes having been made September 2020, there were no changes made this time. ARC Chair confirmed that the position of the law hadn't changed and that the policy was still up to date.
- 12.2 Approved: That the Public Interest Disclosure (Whistleblowing) Policy was approved by the Board.
- 12.3 Noted: That the annual summary, which was a nil return, was noted by the Board.

### 13. Freedom of Information (Fol) & Subject Access Requests (SAR)

- 13.1 Noted: That the Freedom of Information (Fol) & Subject Access Requests (SAR) for 2020-21 were noted by the Board.

### 14. Risk Management

- 14.1 Action: Clerk to mark risk item for ARC Chair rather than Deputy Vice-Chancellor (Education) for future meetings.  
**Action: Clerk to the Board**
- 14.2 Noted: That the ARC Chair confirmed ARC had seen the full risk register and the high-level risks and are assured about the way risk is considered and mitigated at UCO.
- 14.3 Noted: That the High-Level Risk on the Student Information System is about to be downgraded due to the purchase of the same.

### 15. Board Training Presentations

- 15.1 Noted: That ideas for training from Board members are welcome.
- 15.2 Action: That Equality, Diversity & Inclusivity be put down as a necessary training topic.

## Minutes

15.3 Action: **Action: Clerk to the Board**  
That Advance HE have a list on items Boards would benefit from learning, Chris Costigan will share the same with the Clerk.

**Action: Chris Costigan**

### 16. Item Restricted due to Commercial Confidentiality

### 17. Academic Council (Standing Item)

17.1 Noted: That because there hadn't been an Academic Council meeting since the last Board, there was nothing to update the Board at this meeting.

### 18. Board Committee Chairs (Standing Item)

18.1 Noted: That the FEC Chair wished to re-iterate how big an achievement it was for UCO to hit the Barclays Bank covenant in 2020-21 contrary to predictions and how much this will help with future dealings with Barclays. This assessment was endorsed by the Chair.

### 19. Any Other Business

19.1 Action: That the Board will be given a choice between having an all-physical, all-virtual, hybrid or alternate between physical and hybrid meetings for the future. Clerk to arrange vote for Board members.

**Action: Clerk to the Board**

19.2 Noted: That the meeting ended at 17.21.

### 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) Supporting the Student Experience
- b) Supporting Disabled Students in Higher Education
- c) Audit Reform - Implications for Internal Audit from the Government's White Paper
- d) Fraud & Financial Crimes within HE

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

### S2. Board Members and Committee Membership Summary Document

S2.1 Noted: That this was noted here without discussion as per S0.1.

### S.3 Hexad

- DRAFT – 9 August 2021

S3.1 Noted: That this was noted here without discussion as per S0.1.

### S.4 Minutes of Academic Council

- N/A

S4.1 Noted: That there were no minutes to present at this meeting.

### S5. Minutes of Audit & Risk Committee

- FINAL – 17 May 2021

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

### S6. Minutes of Equality, Diversity & Inclusivity Committee

- N/A

S6.1 Noted: That there were no minutes to present at this meeting.

## Minutes

### **S7. Minutes of Finance & Estates Committee**

- **FINAL – 1 June 2021**

S7.1 Noted: That these have been discussed at FEC but were noted here without discussion as per S0.1.

### **S8. Minutes of Fundraising Committee**

- **N/A**

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

### **S9. Board Nominations Committee**

- **N/A**

S9.1 Noted: That there were no minutes to present at this meeting.

### **S10. Minutes of Remuneration Committee of the Vice-Chancellor's Group (RCVCG)**

- **N/A**

S10.1 Noted: That there were no minutes to present at this meeting.

### **S11. Minutes of Health & Safety Committee**

- **N/A**

S11.1 Noted: That there were no minutes to present at this meeting.

### **S12. Board Rolling Agenda**

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

### **S13. Dates of Future Meetings**

S13.1 Noted: That this was noted here without discussion as per S0.1.

DRAFT