

Title:	<b>Board of Directors</b>
Date:	<b>21 November 2023</b>
Time:	<b>14.00 to 16.50</b>
Place:	<b>Room 1.01</b>

<b>Present:</b>	Prof Joanna Price Mike Balcombe Chris Costigan Richard Eastmond Charles Hindson David Leppard Jayne Morley Jeremy Olsen Martin Pendry Sharon Potter Jackie Westaway	Chair of the Board Board Student Member – virtual Board Member Board Member Board Member Board Member Board Member – virtual Board Member Board Staff Member Acting Vice-Chancellor, Board Member Vice-Chair of the Board – virtual
<b>In Attendance:</b>	Allan Scott Dr David Langley Joanna Smith Steve Vogel Fran Wiggins	Clerk to the Board & Company Secretary (Secretary) Chief Operating Officer Finance Director Deputy Vice-Chancellor Director of Education

## 1. INTRODUCTION

### a) Welcome

1.1 Noted: That Fran Wiggins was welcomed to the Board for her first meeting as Director of Education, although it was noted that she was a previous Board member with six-years of service.

Apologies were received from Dr Jo-Anne Carlyle, Board Member; Dr Monika Nangia, Board Member and Evita Stucky, Board Student Union President Member.

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, subject to a couple of amendments, the minutes from the 17<sup>th</sup> October 2023 were taken as an accurate reflection of the meeting and the redaction suggestions were approved.

1.4 Noted: That items on the Actions Register were all noted without additional points to add.

1.5 Noted: That it was decided to hold a 90-minute slot for a Board meeting in January 2024, timed after the Programme Board, to provide an opportunity for the Board to be updated on merger issues, given that the next scheduled meeting is in March. Clerk to canvass Board Member availability.

**Action: Clerk**

**Post meeting note: That this time and date has been set for 14.00 to 15.30 on Tuesday 30 January 2024.**

1.6 Action: That the proposed AECC and UCO joint Board Strategy Day is subject to delay as AECC would like to hold it later in the process around the time of the transfer agreement. The AECC Chair has proposed that the two Boards observe each other's Board and Committee meetings prior to this.

**Action: Clerk**

## 2. STRATEGIC ITEMS-AECC Merger Merger Progress Report

2.1 Noted: The Joint Programme Board (JPB) had met the same day as the Board meeting (today) with Chris Costigan as the substantive chair. Workstreams have begun and a joint Programme Manager is to be appointed to support them and help prepare post implementation plans.

That clearly a lot of work had been done by both UCO and AECC staff. Generally, the proposed merger is seen as positive by UCO staff, but there is some concern and anxiety, which the leadership at both organisations acknowledge and are communicating with and reassuring staff as much as is possible. The most recent Senior Management Team (SMT) meeting focused on checking how people were feeling. One tension is the prospect that your workstream partner may end up as your line manager post-merger which could cause reluctance to be more “robust” in negotiation.

A group representing staff and students (Staff and Student Advisory Group – SSAG) has been established and has met, and feedback is that there is appreciation of the transparency shown so far.

2.2 Noted: That although the workstreams are going well, there are questions still to be answered including:

[REDACTED]

- UCO’s due diligence on AECC is underway to allow the Board to have the assurance required as charity trustees to sign off the transfer agreement. The Office for Students (OfS) see this as a critical milestone in the merger process and have requested to see it once completed.
- Property matters are ongoing, especially with regard to the Trinity House diminishing lease on the Borough High Street (BHS) building. Related to this is knowledge about space utilisation, and AECC have commissioned a report to contribute to their business case planning.

2.3 Noted: That the Business Plan will be drawn up by AECC, supported by UCO leadership, although the workstreams will also feed into it. It should reflect the content and what was agreed within the Heads of Terms. [REDACTED].

2.4 Noted: That there are areas of collaboration which could be implemented prior to the merger that could be continued in the case of the merger discussions not progressing. For example, CPD cooperation and/or research links. It was suggested that a Memorandum of Understanding could be put in place soon to cover arrangements relating to such activities and the management/planning of any new courses that will start in 2024.

2.5 Noted: That UCO lawyers are waiting on AECC lawyers to issue the draft Transfer Agreement and it should be issued shortly.

2.6 Action: That future merger updates include a timeline for reference.  
**Action: Chief Operating Officer**

### AECC Visit and Shareholder Meeting Update

2.7 Noted: That the stakeholder meeting on future of osteopathic education is due to take place on Wednesday 13 December 2023 with about 37 people already registered. It is going to be framed as primarily a listening session and opportunity for the external stakeholders to engage in discussion.

2.8 Noted: That the meeting that had taken place with OfS on Monday 20 November 2023; the OfS were given an update on the merger and UCO agreed to share the due diligence findings on AECC with them in due course.

OfS confirmed that they were satisfied with UCO's "Plan B" for the moment and confirmed they were happy for minimal work to be done in further developing this at this point in time, as they do not wish to burden UCO, UCO have agreed to inform the OfS immediately should the AECC merger process show signs of faltering.

Student Protection plan was discussed at the meeting with the OfS. UCO was able to confirm that there is an alternative place available for each student, and the Council of Osteopathic Educational Institutions (COEi) are due to approve a plan that would divide UCO students between them if required. The AECC has agreed that they would take on UCO's validation partners in the event of UCO having to follow a teach out or managed closure situation.

The meeting was described as having been positive and supportive overall.

2.9 Noted: That the Deputy Vice-Chancellor had attended an external event where the new OfS Director of Regulation spoke, who had said that OfS was going to undertake more direct engagement with HEIs (e.g. undertake more site visits), which would be a shift from previous practice.

2.10 Noted: That the Board wished to thank everybody involved, especially the individual Board members involved with the workstreams, who are spending a significant amount of time on the merger process.

### 3. DECISION ITEMS

#### Financial and Regulatory Items:

- **Annual Report & Financial Statements**
  - a) **Annual Report & Financial Statements for Year Ended 31 July 2023**
  - b) **External Audit Management Report**
  - c) **Letter of Representation**

3.1 Noted: That the Annual Report & Financial Statements has been scrutinised by both Audit & Risk Committee (ARC) and Finance & Estates Committee (FEC) and the Board is recommended to approve the document.

External auditors, Buzzacott, declared it to be a clean audit with no adjustments made. For going concern, the material uncertainty for the next 12 months arises from the context of the proposed merger, however, UCO remains a going concern for the next 12 months independently of this.

It was commented on how proud UCO should be of the annual report document; it is visually pleasing and looks very professional given the shortage of resources at UCO. All people involved were thanked for all the hard work done, especially the Finance Director and Head of Marketing who, it was recognised, have to do work associated with the merger well as their day jobs. The Chair agreed to write to the Head of Marketing to thank her.

3.2 Approved: The Annual Report and Financial Statements were approved by the Board.

- **OfS Five Year Financial Forecast and Narrative**

3.3 Noted: That the OfS Five Year Financial Forecast and narrative was noted, with a change requested to ensure it was clear that the 1% salary rise agreed by the Board in November 2022 relates to the staff salary envelope of 1%, not a pay rise of 1% for all staff.

It was noted that financial modelling is based on the calculations made by financial consultant Simon Costa in November 2022.

It was also noted that there is, as yet, no agreement for covenant relaxation in July 2024, however, the first temporary cash balance covenant for 31 October 2023 had been met.

3.4 Approved: That, subject to points made above, the Five-Year Financial Forecast and Narrative were approved for submission to the OfS. It was further noted that nothing in the paper should concern the OfS; the numbers show short-term viability if not long-term sustainability.

#### **Prevent Annual Return**

3.5 Noted: That the Prevent Annual Return and Accountability Statement have to be submitted to OfS annually. The Chair of the Board signs on the Board's behalf. The Prevent Risk Assessment & Action Plan is also submitted to the Board for consideration.

UCO is seen as low risk, both because the field of osteopathy isn't a field where you are likely to be vulnerable to extremist speakers, and also because of the institution's comparatively small size. There are no cases reported and no material concerns raised about external speakers.

3.6 Action: Questions were raised about the number of key staff who have done the training (reported as n=1) and the Board requested this be clarified.

***Post meeting note: The Chair has fed back to the Executive that the number of Key Staff would be more than one (i.e. it is not just the Prevent Lead who is defined as Key Staff). Therefore, the number of Key Staff who have undertaken training would normally be more than one (i.e. not only the prevent lead as reported).***

The Acting VC noted that it was her understanding that UCO do not have to monitor College of Esports (CoE) staff Prevent training. Notwithstanding, the Board requested that that this should be followed up and clarified.

**Action: Acting Vice-Chancellor**

3.7 Action: The Board approved the Prevent Annual Return and submission to OfS. Clerk to arrange for Chair to sign.

**Action: Clerk**

3.8 Action: That two Board members have not done the Prevent training that is required of them. Chair of the Board to write to those two members if they have not completed it by Friday 24 November 2023.

**Action: Chair**

#### **People & Culture Committee (PCC)– Update**

3.9 Noted: The Board was asked to approve membership of Monika Nangia and Jeremy Olsen for PCC and for Jackie Westaway to be co-opted to the committee in her role as Vice-Chair of the Board. This proposal was approved by the Board and the first meeting of PCC is due to take place Monday 27 November 2023.

#### **4. INFORMATION ITEMS**

##### **Acting Vice-Chancellor's Report**

4.1 Noted: This report had been written with contributions from all of VC Group and SMT and was noted by the Board. Board members reiterated how useful they found it and that it shows just how much work is going on. In addition to the report, it was noted that:

- **Graduation** is a week away, Tuesday 28 November 2023.
- **Staff Christmas Party** will be Wednesday 6 December 2023.
- **Student Recruitment Team** have been assigned more staff. Focus is on social media; response times are better than previously and interviews are being done more quickly following application. There is a Microsoft Teams channel to ensure walk-in enquiries are always responded to immediately.
- **Fundraising.** A new fundraising advisor (0.2 FTE) has been appointed to focus on philanthropy for the clinic and UCO have also been getting in touch with old contacts. The Board were informed that one major donor had become disillusioned

with UCO's approach to fundraising, believing that the way to fundraise is through large events, Acting VC is going to introduce this donor to the new fundraiser.

- **SMT Departures.** The recently appointed (internal) Head of Student Services and the maternity-cover Finance Manager have both left UCO, but it was confirmed that this was nothing to do with the merger.

#### **OfS meeting 20 Nov 2023 Update**

4.2 Noted: That the OfS meeting was discussed in a previous item.

#### **Financial Summary until 30 September 2023**

4.3 Noted: That the Financial Summary was noted by the Board. The following were noted in response to questions:

[REDACTED]

- That so far £28,000 of fundraising income has been received for 2023-24.
- That staff salaries will be discussed at FEC February 2024 and Board March 2024.
- That the £49,000 capital grant due to be received will be used to update audio-visual equipment in teaching rooms. This will enable students to benefit from better resources.

#### **Operating plan**

4.4 Noted: That the plan has been developed based on the institutional priorities set by the Acting Vice-Chancellor and the Chief Operating Officer with input from SMT. Some objectives have been put on hold in order to prioritise work on the AECC merger.

There was some discussion on how the BRAG (Blue, Red, Amber, Green) Report was scored and it was questioned why some uncompleted actions were showing as green. However, once established that the colouring scheme differed from a risk report and that green indicates "on track" with blue being "completed", it was decided to make no changes to the colouring criteria.

#### **Audit & Risk Committee**

- **College of Esports**

4.5 Noted: [REDACTED]

4.6 Action: Several UCO validated institutions are due to have their institutional reviews, and while most have been placed on hold pending the merger, it is intended to proceed with the review for the CoE and this will be in person. It was suggested that given the anticipated merger with AECC, a member of AECC be a part of that Institutional Review Panel. Acting Vice-Chancellor to take forward.

**Action: Acting Vice-Chancellor**

- **ARC Annual Report**

4.7 Action: That the ARC Annual Report was noted. Modifications to be made are to change wording for the partnership to "behind norm" due to UNIAC's classification of it as "limited assurance" under *Activities Undertaken, Audit Outcomes* and to make a minor change to the attendance statistics.

That "Limited Assurance" reports from UNIAC should be submitted to the Board to note, although monitoring of the follow up actions will be undertaken ARC.

**Action: Clerk**

## **5. STARRED ITEMS**

### **Joint Programme Board**

- Minutes from 24 October 2023

### **Academic Council**

- Minutes from 21 June 2023

**Health & Safety Committee**

- Minutes 3 March 2023

**UNIAC Briefing Notes**

- Health & Safety Benchmarking Assessment

**Board Rolling Agenda 2023-24**

5.1 Noted: That the starred items and rolling agenda were noted without additional comment.

**Any Other Business**

5.2 Noted: That there was no other business discussed at the meeting.

**Dates of Future Meetings**

5.3 Noted: That the meeting ended at 16.25.

5.4 Noted: The date of the next meeting is 14.00, Tuesday 5 March 2024.

AGREED