

Title:	Board of Directors
Date:	30 January 2024
Time:	14.00
Place:	Microsoft Teams

Present:	Prof Joanna Price	Chair of the Board
	Mike Balcombe	Board Student Member
	Dr Jo-anne Carlyle	Board Member
	Chris Costigan	Board Member
	Richard Eastmond	Board Member
	Charles Hindson	Board Member
	David Leppard	Board Member
	Jayne Morley	Board Member
	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 Dr Monika Nangia, Board 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.

2. STRATEGIC ITEMS

Merger Progress Report

- 2.1 Noted: That the Board noted the Chief Operating Officer (COO)'s report which highlighted significant developments including; having received the draft transfer agreement; continued liaisons with OfS and Barclays Bank; working through second stage of due diligence (in both directions); workstream activity and clarifying the Transfer of Undertakings Protection of Employment rights (TUPE) process with UCO staff.

UCO are working on developing a business case to support growth opportunities for osteopathy on behalf of AECC to incorporate within the AECC business plan, [REDACTED]

- 2.3 Noted: [REDACTED]

- 2.4 Noted: That the option around progressing the merger through share purchase rather than asset transfer could be revisited if necessary. [REDACTED]

2.5 Noted: That a dissolution roadmap had been provided by Shakespeare Martineau at the request of the COO. UCO will need to produce an audited set of annual accounts for 2023/24 that have been approved by its governing body and, potentially, also prepare other returns for OfS or the Bank. Therefore, UCO Board would need to remain constituted until the end of the calendar year and staff resource will need to be agreed pre-merger to ensure necessary reports and audits are prepared and supported by appropriate (UCO) staff. Meetings of the Board and appropriate sub-committees will need to be set up as well as a shareholder Annual General Meeting (AGM).

2.6 Noted: That student numbers are better than the previous year, [REDACTED]. The reassurance to be gained from this is that the impending merger does not seem to be affecting the view of students wishing to study at UCO. Clinic numbers have been below budget, but not to the point of impacting on the student experience. However, it is assumed the appointment of the Head of Clinic Business Development in November will start to show results.

2.7 Noted: That the Student Union President Board Member had hosted some AECC students a few weeks ago and UCO SU will attend AECC next week. A joint sports day is planned, relations between the two SUs are described as positive.

2. Discussion with Lesley Haig, AECC Vice-Chancellor, on Business Plan & Q&A (14.30 to 15.00)

2.8 Noted: That the AECC Vice-Chancellor joined for this part of the meeting and gave an overview of where she and AECC saw the merger currently, as well as their ongoing developments such as expansion of courses and routes into apprenticeships.

It is recognised that, irrespective of which party is in government following an election, that Higher Education is not a high policy priority. However, Health will be a priority meaning that the new institution should ensure it takes full advantage if its health sciences focus. Even more important is the high number of vacancies within the health professions which the universities will be looked at to fill with capable graduates.

2.9 Noted: That the AECC VC was asked for reassurance regarding the future of osteopathy as a discipline and what concrete plan there would be for how AECC would take it forward. There will be discussions at the joint AECC/UCO strategy day on 12 February, and the AECC VC stressed that AECC want the merger because they are passionate about creating an overarching Health Sciences University and also about developing osteopathy. AECC would aim to open pathways into the NHS for osteopathy as well as explore options like CPD, in addition to progressing ongoing UCO projects such as making it possible to study osteopathy over 3 years.

2. Issues Raised from AECC Vice-Chancellor Discussion

2.10 Noted: That the issue of possible changes in Student Terms and Conditions was raised. Firstly, it will make no difference to student fees, secondly it is primarily an administrative contractual exercise to see how closely the UCO and AECC terms and conditions align, similar to the TUPE process for staff. It should make no practical difference to the student experience or academic study.

2.11 Noted: That from Programme Board level downwards, the “mood music” between UCO and AECC board members and staff seems to be highly positive, collegiate and collaborative.

DRAFT Legal Due Diligence Report (paper)

2.12 Noted: [REDACTED]

2.13 Noted: That the joint Board Strategy Day with AECC is due to take place on Monday 12 February 2024 at UCO. There seem to be about 30 attendees in total between both institutions and an agenda geared towards looking forward rather than discussing current or past issues.

It is hoped that the AECC Business Plan will be available at the meeting for discussion. It is understood that an early focus for London will be expanded CPD as well as nurturing NHS links in the area.

Financial Due Diligence

2.14 Noted: That financial due diligence assurance process on AECC will be discussed at FEC 6 February 2024.

Any Other Business

3.1 Noted: That there was no other business to be discussed other than the Board thanking the Executive and UCO staff for all the hard work done on merger and everyday duties.

Dates of Future Meetings

3.2 Noted: That the meeting ended at 15.27.

3.3 Noted: The date of the next meeting is the 14.00 on Tuesday 5 March 2024.

AGREED