

Title:	<b>Board of Directors</b>
Date:	<b>18 April 2023</b>
Time:	<b>13.00</b>
Place:	<b>UCO Room 1.01</b>

<b>Present:</b>	Prof Joanna Price Dr Jo-Anne Carlyle Chris Costigan Richard Eastmond Charles Hindson Charles Hunt Jayne Morley Dr Monika Nangia Jeremy Olsen Jackie Westaway	Chair of the Board Board Member Board Member Board Member Board Member Vice-Chancellor, Board Member Board Member Board Member Board Member Vice-Chair of the Board
<b>In Attendance:</b>	Allan Scott Sharon Potter Joanna Smith	Clerk to the Board & Company Secretary (Secretary) Deputy Vice Chancellor (Education) Finance Director

## 1. INTRODUCTION

### a) Welcome

1.1 Noted: That the Chair welcomed everybody to the Board meeting.

### b) Apologies for Absence

1.2 Noted: That there were apologies from Mike Balcombe, Board Student Member; Sean Bonnington, Special Advisor; Raffaella Bush, Board Member; Gael Dundas, Board Member; David Leppard, Board Member; Martin Pendry, Board Staff Member and Steve Vogel, Deputy Vice Chancellor (Research) received for this meeting.

1.3 Noted: That although Evita Stucky, SU President & Board Member, had tried to join the meeting, she had been unable to remain due to a bad connection from abroad.

### 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:

- 8 March 2023
- 3 April 2023 – Special

1.5 Approved: That both sets of minutes were taken as an accurate reflection of the meetings and the redaction suggestions were approved for those of 8 March 2023. The minutes from 3 April 2023 will not be released into the public domain.

### e) Board Action Register

1.6 Noted: That ongoing actions were discussed:

- 08.03.22 14.1 – BSO Trading Company dissolution has been subject to some delays on the solicitor end but is ongoing.
- 14.06.22 10.7 – Clinic Business Plan is almost complete and estimated to be presented to FEC 4 May 2023.
- 30.11.22 3.21 – While Prevent Training is compulsory for new UCO staff, Executive are to check that participation has been logged for existing staff.
- 30.11.22 3.21 – Prevent training for the Board needs to be done in a way that participation is logged, Vice-Chancellor and Clerk to discuss.

- 30.11.22 4.2 – The Revised Academic Assurance Report is to be brought before the Board in June 2023. The DVCE explained that the example provided by Board member NG was not appropriate for UCO's purposes.
- 30.11.22 4.5 – Health and Safety Governance- a presentation to be made before Board June 2023.
- 31.01.23 – Consultation of UCO staff on UCO Strategy. This has not yet happened.  
**Post meeting note:** is to take place in May 2023 following the GOsC RQ (General Osteopathic Council Recognised Qualification) visit.
- That KPIs will be included in the NSS Action Plan for the Board to review-remains ongoing.
- Revised Operating Plan & KPIs for 2022-23-remains ongoing.
- DVCE and Clerk to discuss UCO Policies and process of Board approval- remains ongoing
- 13.03.23 5.6 – It is still to be checked whether sexual harassment had been discussed by the Board.
- 13.03.23 5.8 – High Level Risks to be reviewed by ARC in May 2023 and the Board June 2023. ARC Chair has sent a template to DVCE and discussions are currently taking place.
- 13.03.23 5.11 – Clerk still to check whether Student Complaints and Appeals had been presented to the Board. Student Protection Plan is on agenda.
- 13.03.23 5.17 – Legal advice request on the Articles of Association (as to whether Board members can be given ex-officio status of shareholders) is currently being drafted.

## 2. REGULATORY ITEMS

### Office for Students (OfS)

- Reportable Event submitted 6 April 2023
- Delegation of Responsibility for OfS

2.1 Noted: **REDACTED.**

To avoid the cumbersome processes of convening Board meetings for every single decision, it was proposed that the Strategic, Planning and Resources Group (SPARG) be delegated the day-to-day, transactional and correspondence responsibility for OfS liaison. SPARG is the group consisting of Board and sub-committee chairs.

The Board would be kept updated about developments and any significant items requiring Board approval.

2.2 Noted: That the Reportable Event document and scenario forecast sent to the OfS were noted by the Board.

2.3 Approved: That SPARG should have responsibility for reporting obligations and oversight of OfS engagement.

- Student Protection Plan (SPP)

2.4 Noted: That an action from the Extraordinary Board meeting on 3 April 2023 was that the Board should review and approve the latest version of UCO's Student Protection Plan. However, it was agreed that even though approved at Academic Council, the draft had been written in 2021 and additional work and updating would be needed before it could be approved by the Board.

It was noted that OfS has the power to issue a Student Protection Directive under C4, meaning that they have the mechanism to demand changes should they feel the current SPP is in any way inadequate.

It was agreed that because the nature of the changes primarily revolved around risk assessments, it would not necessitate a renewed journey through UCO's committee structure. The DVCE reported that further work will also need to be undertaken with

partner organisations. The SPP will be re-submitted to the Board for final approval when the revisions have been made.

### 3. STRATEGIC ITEMS

#### Strategic Planning Update

- **Futureproofing Working Group (FPWG)**

- **Minutes from 4 April 2023**
- **LEK Consulting Proposal**
- **Membership (and Terms of Reference)**

3.1 Noted: That at the Board Meeting in March 2023, it was agreed that the FPWG should have delegated responsibility for selection of the consultancy firm who would scope out different strategic options for UCO. **REDACTED.**

That the Bid Proposal was sent to four companies and LEK was selected, both from a value for money perspective and because of the seniority of the team assigned to the project. Dr Ant Bagshaw, who spoke at the Board Away Day in January 2023, is seen as very UK centric therefore the global nature of the firm should not be a concern. The LEK bid also fitted UCO's needs better due to the bid concentrating more on seeking specific possible partners in Phase 1, while the other bid submitted seemed built more around transformational change and business planning. LEK's proactive proposal also seemed to have the advantage of being completed in a shorter timeframe.

3.2 Noted: That the Vice-Chancellor has met with Dr Ant Bagshaw and a meeting between the latter and the Vice-Chancellor's Group is due to take place on Monday 24 April 2023. The timeframe of reporting on Stage 1 by June 2023 and an initial budget **REDACTED** are both seen as realistic.

3.3 Noted: **REDACTED**, Chris Costigan has resigned from the FPWG, who have agreed that it he should be replaced by someone with significant HE expertise. Mindful to not overburden current Board members, it was agreed that an external special advisor should be appointed. There was agreement that former UCO Board Vice-Chair and Deputy Guild HE CEO Alex Bols would bring significant expertise and the Chair had approach him.

3.4 Approved: The proposal to appoint Alex Bols as a Special Advisor to FPWG was approved by the Board and the Terms of Reference will be updated accordingly.

**Action: Clerk to the Board**

### 4. PERFORMANCE ITEMS

#### Financial Matters

- **Financial Summary January 2022-2023**

- **Financial Update**
- **Executive Revised Financial Forecast**

4.1 Noted: **REDACTED**. Income is on target and there is a small saving on staff salaries due to recruitment delays **REDACTED.**

4.2 Noted: That in answer to a question about College of Esports, it was explained that the entire income from Student Loans Company (SLC) appears on the income line while UCO pay them 91% of that amount in the expenditure line after having taken the validation fee and other expenses. The small difference this year is on account of validation and other expenses that are owed from 2021-22.

There were a couple of areas where UCO was awaiting exact student numbers and where the invoice was delayed but where UCO could be confident about receiving the income.

4.3 Noted: That student numbers for the following year are always hard to predict but that there are several measures in place to attempt to increase the intake. There is an Offer Holders' open day taking place on Thursday 27 April 2023 and other events and

communications to keep them on board. There are also recruitment events taking place in different parts of England to attract more applicants.

#### REDACTED

- **Next Steps re: Financial Forecast**

4.6 Noted: That a new 5-Year forecast will be needed, but timing will depend on what deadline OfS set for it. This will also be discussed at FEC.

#### Student Number Update

- **2023-2024 Recruitment and Retention**

4.7 Noted: That the paper presented the student recruitment figures that are reviewed by Senior Management Team (SMT) on a monthly basis and included figures for: MOfS Full- & Part-Time; BSc Nutrition with Professional Practice; Access to Higher Education; MSc (Pre-Registration).

4.8 Noted: That the recruitment report was noted by the Board. Retention figures were presented verbally and did not show any current cause for concern.

#### Clinic Performance Update

4.9 Noted: That the paper presented data that is regularly reviewed at SMT and included: Patient numbers per week across all services; monthly income versus budget and comparison to the previous year;

4.10 Noted: That clinic income for the months of February and March 2023 was £74,900 compared to a budget of £69,000 (positive variance = £5,900). Clinic performance is on target, but it had been noted at FEC that it might be possible and desirable to increase clinic income targets for future years above the £50,000 increase per year that had been set.

## 5. DECISION ITEMS

### Board Nominations Items

- **Temporary recusal of ARC Chair to join FEC & FEC Composition**
- **Appointment of Temp ARC Chair to BNC**

5.1 Noted: **REDACTED** The Chair of Audit and Risk Committee (ARC – Charles Hindson) has significant financial expertise and during this time of transition has offered to temporarily stand-down as Chair of ARC to join Finance & Estates Committee (FEC). It is expedient for a senior member of the Board to be involved in discussions/meetings with the OfS, and it would not be best practice from a governance perspective for the Chair of ARC to do this.

Because the recusal is temporary Charles Hindson will remain as a member of SPARG, which as the Board Member most closely involved in oversight of UCO's engagement with the OfS, is important.

5.2 Noted: That it was further proposed that Charles Hindson be appointed FEC Vice-Chair, a proposal fully supported by the FEC Chair. In place of Charles Hindson, it was proposed to appoint BNC Chair, Chris Costigan, as Acting ARC Chair and the Chair of the Board herself to become Acting BNC Chair. It was noted that the possibility of sourcing an acting Chair of ARC from within the committee had been attempted but that capacity to take on more work had been the issue.

It was noted that Chris Costigan had experience of audit and risk issues both from having been a member of UCO's ARC but also as a Deputy ARC Chair and ARC member at another institutions.

It was further noted that the recruitment of new directors was currently on hold.

5.3 Approved: That the proposals to appoint Charles Hindson as FEC Vice-Chair; Chris Costigan as Acting ARC Chair and the Chair of the Board as Acting BNC Chair were approved by the Board and were to take place with immediate effect.

## 6. INFORMATION ITEMS

### Vice-Chancellor's Update

6.1 Noted: That the Underrepresented Groups' Experiences in Osteopathic Training (UrGEnT) Equality, Diversity and Inclusivity (EDI) conference took place at UCO on Thursday 6 April 2023 and was a highly successful event which included representatives from GOsC, students and others, also attended by Board Member Jo-anne Carlyle. The Vice-Chancellor thanked the Deputy Vice-Chancellor (Research) and NCOR Director Dr Jerry Draper-Rodi and others in the Research Dept who had made it happen.

6.2 Noted: That the Board were reminded that the GOsC RQ (General Osteopathic Council Recognised Qualification) visit, mentioned in the Actions Register, will take place between Tuesday 16 and Thursday 18 May 2023 and a draft agenda should be ready this week. GOsC may request to speak to Board members, although the latter would be fully briefed beforehand. The visit will be in person, but Board members are welcome to contribute to meetings virtually if they prefer.

6.3 Noted: That the Guild HE conference on Thursday 18 May 2023 is where Board chairs and clerks are invited in addition to institution heads. Because the Chair of the Board is unable to attend, the Vice-Chair will be attending and the Chair wished to pass on her thanks to the Vice-Chair.

### Finance & Estates Committee (FEC)

- **Minutes from 4 April 2023**

6.4 Noted: That the FEC minutes were noted by the Board on the understanding that neither the FEC Chair nor committee members (other than the Chair of the Board) had yet had the opportunity to review.

### Board Rolling Agenda 2022-23

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

### Any Other Business

6.6 Noted: That the Chair had been in contact with Advance HE who are interested in supporting UCO with the ongoing governance process. A consultant has been identified who has significant expertise and is Executive Secretary of the Committee of University Chairs (CUC) meaning he has written much of the CUC Code. He is willing to work on a flexible brief and be available for support in a number of areas. **REDACTED**

Part of the package will be UCO being given free membership of Advance HE until July 2023 meaning that maximum value should be extracted before expiry.

6.7 Noted: That the meeting ended at 14.14.

### Dates of Future Meetings

6.8 Noted: That the time and date of the next Board meeting is 14.30, Wednesday 14 June 2022 in person at UCO.