

Minutes

Title:	Board of Directors
Date:	14 March 2018
Time:	16.00
Place:	Rm 2.09

Present:	Professor David Barrett	Board Member (Chair)
	Heather Batten	Clerk to the Board
	Allan Scott	Executive Assistant (Secretary)
	Fatimah Ayoade	Board Member
	Anthony Bickmore	Board Member
	Alex Bols	Board Member
	Sean Bonnington	Special Advisor
	Azlina Bulmer	Board Member (Vice-Chair)
	Matthew Davies	SU Co-President – until end item 6
	Gael Dundas	Board Member
	Charles Hunt	Vice Chancellor
	Andrew Kent	Board Member
	Raymond Lee	Board Member
	Isabel Nisbet	Board Member
	Sharon Potter	Deputy Vice-Chancellor (Education)
	Richard Salter	Board Member
	Joanna Smith	Finance Director
	Aidan Twomey	Board Member
	Francesca Wiggins	Board Member – Academic Council Representative
	Steve Vogel	Deputy Vice Chancellor (Research)
	Jackie Westaway	Board Member
	Archibold Wilkinson	SU Co-President – until end item 6

1. Welcome & Apologies for Absence

1.1 Noted:	That apologies were received from:	
	Ann Clayton	Board Member
	Carol Reid	Special Advisor
	Richard Savage	Special Advisor
	James Small	Outgoing SU President – for item 6

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.
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3. Minutes of the Last Meeting (22 Nov 2017) (BoD-17-03-03)

3.1 Agreed:	That the minutes of the last meeting were a correct and accurate record.
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<i>Actions from the Board of Directors meeting on 22 Nov 2017</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Executive Assistant	3.2	Minutes of the Last Meeting (4 Oct 2017) (BoD-17-02-03) Point 6.2 wording to be softened re: other institutions. Executive Assistant to discuss with Board Chair	Complete
Buzzacott	6.4	Annual Report & Financial Statements 2017 – Letter of Representation 2017 Buzzacott to get accounts signed by auditors.	Complete
Deputy Vice-Chancellor (Education)	9.7	Proposed Strategic Plan 2018-2023 Deputy Vice-Chancellor (Education) to write paper on recommended KPIs for Operational Plan	On Agenda
Executive Assistant	10.6	Research & Scholarship Annual Report 2015-2017 To be brought to March 2018 Board for further discussion	On Agenda
Clerk	12.2	Prevent Duty Training for Governors Clerk to circulate the presentation to attendees and absent Board members	Complete
Executive Assistant	15.2	Board Strategy Day Date Possible dates in February 2018 to be cross checked with Vice-Chancellor's Group and circulated to Board members	Complete
Executive Assistant	22.2	Any Other Business That the student voice be discussed during the Board Strategy Day and that a report be presented to Board meeting March 2018	On Agenda

<i>Previous Actions from the Board of Directors meetings</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Deputy Vice-Chancellor (Education)	6.4	To provide the Board with short- and long-term plans regarding recruitment for discussion at the next meeting; feedback from Board members regarding multiple intakes of students are welcome.	Complete
Deputy Vice-Chancellor (Education)	6.10	To provide the Board with a Training Session on the UCO's strategic framework regarding collaborative partnerships and activity and a review of the process of considering and approving collaborative partners at a future meeting. <i>Note Nov 2017 - To be presented to the</i>	On Agenda

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		<i>Board at the March 2018 Meeting.</i>	
Finance Director	13.2	To review Risk 2.06 as the mitigated risk is higher than the actual risk. <i>Note Feb 2018 – Risk responsibility transferred from DVC(E) to Finance Director</i>	Complete

5. Chair's Actions

- 5.1 Noted: That the Board Nominations Committee took place immediately before this Board meeting and that Isabel Nisbet and Jackie Westaway have joined as new members.
- 5.2 Noted: That Azlina Bulmer has submitted her resignation as Vice-Chair of the Board due to work commitments but that she will continue as Board Member.
- 5.3 Noted: That the Chair of the Board wished to record his thanks to Azlina for support given and assistance in overseeing important changes during her tenure as Vice-Chair.
- 5.4 Elected: That the Board Nominations Committee recommend Isabel Nisbet be elected as Vice-Chair of the Board to take effect at the end of this meeting. Isabel listed other commitments as being on the Board of University of Hertfordshire and interim Chair of their Audit Committee. Neither Board Nominations Committee nor Board saw a conflict of interest. Her election as Vice-Chair was proposed by the Chair of the Board and approved unanimously.

6. Students' Union**(a) Students' Union Accounts**

- 6.1 Noted: That there is a discrepancy between the cost of bar licences from last year and this year but that this is already an action for the Finance Director via Finance & Estates Committee (FEC).

(b) Presentations from outgoing and incoming Students' Union presidents

- 6.2 Noted: That incoming Co-Presidents Matt Davies and Archie Wilkinson came in to present paper BoD-2017-03-06b and that James Small, outgoing President sent his apologies.
- 6.3 Noted: That the three people mentioned in 6.2 are going to NUS conference in Glasgow in March 2018 in addition to what they'd written on the paper. Alex Bols asked them to get in touch with Guild HE who will have representatives at NUS Conference and who can provide support.
- 6.4 Noted: That UCO is a healthcare organisation and that the Students' Union is encouraged to organise events where soft-drinks are available. The Board was assured that other activities took place last year and that even the pub crawls have non-alcohol bound challenges built into them.
- 6.5 Noted: That the Board were re-assured about the Students' Union from the academic side as well. There is an excellent system of well-trained representatives and it is very rare for any problem to bypass them. Additionally the feedback system is highly effective as confirmed by Jackie Westaway who attended a meeting.
- 6.6 Noted: That the Finance Director assured the Board that all expenses are ultimately overseen by her.

7. Student Voice

- 7.1 Noted: That the low response rate to student surveys may suggest a disconnect between what students use and what UCO provides and it may be more profitable to adapt in small ways rather than spend time developing new processes that can date quickly.

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7.2 Noted: That it is difficult to encourage student involvement in committees and that it might be useful to appeal to self-interest by highlighting their CV; increase in skills and possibly also providing training to make it more attractive.

8. Board Strategy Day

8.1 Noted: That the draft agenda for the day was presented to the Board by the Chair (See Appendix 1).

9. Board meeting dates for 2018/19 (BoD-17-03-09)

9.1 Action: That all dates were approved other than 21 November due to clash with Guild HE conference in Dundee, Executive Assistant to look for alternative November date.

Action: Executive Assistant

10. Vice Chancellor's Report (BoD-17-03-10)

10.1 Noted: That the Vice-Chancellor presented his paper at the Board.

10.2 Noted: That he would like to thank Head of Marketing & Communications Jessa Harris for all her hard work with regards to student recruitment.

10.3 Action: That an item be added to June Board Agenda to discuss the options with regard to Estates Strategy.

Action: Executive Assistant

10.4 Noted: That the Deputy Vice-Chancellor (Education) is attending an Office for Students (OfS) conference week beginning 19 March 2018 to learn about registration process and that UCO aims to register by first wave deadline towards end May 2018.

10.5 Noted: That the Board should be reassured that a recent article regarding UCO Vice-Chancellor spending was misleading and that UCO will be careful to put information given out as part of an FoI request into proper context in future.

10.6 Action: That the Registrar be invited to each Board meeting from June 2018.

Action: Executive Assistant

11. Financial Summary for 6 months ended 31 January 2018

11.1 Noted: That there is a higher than expected surplus and also that there has been extra money assigned from HEFCE. The Resource Allocation Group (RAG) has decided on reallocation and extra capital and revenue expenditure to bring the finances more into line with budget.

11.2 Noted: That although GDPR only looks like it has £2,000 assigned to it, there are costs in training and hiring temporary staff to cover the Head of Quality and Executive Assistant. Therefore the Board can be assured that UCO are spending enough on covering GDPR.

12. Strategic Plan 2018-2023 (KPIs)

12.1 Noted: That the Deputy Vice-Chancellor (Education) presented paper BoD-17-03-12.

12.2 Noted: That the KPIs have integrated the TEF metrics and have been written in such way that they should be measurable.

12.3 Noted: That in future, if new KPIs are added, it should be on a one in, one out basis.

12.4 Action: That only real risks should be included for Board consumption, the rest should be management checks, Richard Salter and Gael Dundas to discuss offline; liaison with Deputy Vice-Chancellor (Education) and then topic to be brought back to June 2018 Board.

Action: G Dundas/R Salter/Deputy Vice-Chancellor (Education)/Executive Assistant

12.5 Agreed: That the Primary KPIs were approved and the following suggestions added:

- That the three NSS measures be combined into one which will then cover the core osteopathic area.

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- That proportion of fees could have a similar marker for partners as there is for non-osteopathic students.

13. Research Strategy

- 13.1 Noted: That the Deputy Vice-Chancellor (Research) presented paper BoD-17-03-13
- 13.2 Noted: That Alex Bols advised the Deputy Vice-Chancellor (Research) to speak to Guild HE as they work with small institutions and can do a lot to help.
- 13.3 Noted: That thinking about research will also need to be guided by considerations over staff contracts with factors including protected time; staff investment schemes; working hours and also how that leads to knowledge transfer and whether the latter could generate any income. An eventual aim may be RDAP but it was noted that 30 PhDs have to be awarded before this could be considered so it would be a long way off.

14. Reviewed Financial Regulations (ARC)

- 14.1 Noted: That these have already been reviewed by the Audit and Risk Committee (ARC) and were subject only to minor changes.
- 14.2 Noted: That the Financial Regulations and Conflict of Interest policies were split into two separate documents for clarity.
- 14.3 Noted: That the Vice-Chancellor sign off threshold has been increased from £1,000 to £5,000.
- 14.4 Noted: That Vice-Chancellor's Group expenses will be submitted to the Chair of the Board on an annual basis and that the Chair of the Board will authorise Vice-Chancellor expenses but will review the remainder which will continue to be authorised by the Vice-Chancellor.
- 14.5 Noted: That HMRC rules allow for a £150 cap on staff Christmas party expenses and that this could be used for FoI purposes to specify spending being below the cap rather than giving specific information.
- 14.6 Action: That the Finance Director will email all staff to highlight the changes to the policies.
Action: Finance Director
- 14.7 Agreed: That the Board agreed these unanimously.

15. HEFCE Assurance Review – 6 June 2018

- 15.1 Noted: That the verdict of "Not at High Risk" was recorded for the HEFCE Annual Assessment of Institutional Risk.
- 15.2 Noted: That the Deputy Vice-Chancellor (Education) presented papers BoD-17-03-15a-b and that the Review will take place on 6 June 2018. All people named on the document have agreed to take part.

16. Board Effectiveness Review & Action Plan

- 16.1 Noted: That the Clerk to the Board presented the findings and that she is to draw up an action plan based on the feedback.
Action: Clerk

17. GDPR

- 17.1 Noted: That paper BoD-17-03-17 was for noting and that there was no further discussion.

18. Risk Management

- 18.1 Noted: That the Finance Director has taken over leadership of this area with support from the Executive Assistant.

19. CUC Mapping

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19.1 Noted: That paper BoD-17-03-19 was for noting and that there was no further discussion.

20. Collaborative Partnerships

20.1 Action: That this item has been postponed to the June 2018 Board meeting.

Action: Executive Assistant

21. Freedom of Information

21.1 Action: That there have been four FoI requests since before Christmas and that there will be a summary of them presented to each Board meeting. Further that it would be useful for the following information to be included in that summary:

- Questions raised and response
- Number and time taken to respond to each
- What number of staff there were working on them

Action: Clerk

21.2 Action: That all Board members who have experience/working knowledge of FoI to identify themselves to the Clerk.

Action: ALL

21.3 Action: That guidance will be released and training given to teach staff how to recognise FoI requests and what to do with them.

Action: Clerk

22. Prevent Duty Update (Standing Item)

22.1 Noted: That paper BoD-17-03-22 was for noting and that there was no further discussion.

23. Fundraising Committee

23.1 Agreed: That Sean Bonnington wished to put thanks to the Executive Assistant on record for drafting them and that the proposed Terms of Reference were agreed by the Board.

23.2 Action: That the number of Board members on the Fundraising Committee should increase from one to two with the departure of the Chair of the Board and that any Board members interested should contact the Vice-Chancellor.

Action: ALL

23.3 Agreed: That the Board agreed the promotion of Vice-Patrons to Patrons and that conditions of their term of office should mirror that of Board members. Advantages to doing this include giving a re-engagement point; assisting with GDPR compliance and ensuring they remain relevant and useful.

24. Audit & Risk Committee

24.1 Agreed: That the proposed Terms of Reference have been agreed.

25. Academic Council

6 December 2017:

25.1 Noted: That these minutes were noted without additional comment.

26. Minutes of Audit & Risk Committee

31 January 2018 DRAFT:

26.1 Noted: That these minutes were noted without additional comment.

9 November 2017:

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26.2 Noted: That these minutes were noted without additional comment.

27. Minutes of Finance & Estates Committee

5 February 2018 DRAFT:

27.1 Noted: That these minutes were noted without additional comment.

16 November 2018:

27.2 Noted: That these minutes were noted without additional comment.

28. Minutes of Fundraising Committee

19 February 2018 DRAFT:

28.1 Noted: That these minutes were noted without additional comment.

29. Minutes of Board Nominations Committee

29.1 Noted: That this item was postponed to Board of Directors meeting due to take place 27 June 2018.

30. Minutes of Remuneration (Of Vice Chancellor's Group) Committee

30.1 Noted: That due to the cancellation of the meeting on 24 January 2018 and the next meeting being immediately before the Board of Directors meeting on 27 June 2018, this item will be considered in the first Board meeting of the academic 2018/19.

31. Any Other Business

31.1 Noted: That the UCO bank mandate is currently being processed by Barclays and that Alex Bols and Richard Salter have been added as UCO signatories.

32. Dates of Future Meetings

32.1 Noted: As follows:

Date	Time
27-Jun-18	16.00

Appendix 1 – Board Strategy Day Draft Agenda – 15 March 2018

Time	Item	Responsible
9.30-10.30	Optional Breakfast	N/A
10.30-10.45	Welcome	David Barrett (Board Chair)
10.45-11.30	The changing higher education landscape	Aaron Porter (Facilitator)
11.30-12.15	Session from UCO	Charles Hunt (Vice-Chancellor)
12.15-12.30	<i>Break</i>	N/A
12.30-13.15	SWOT for UCO: what are our strengths, weaknesses, opportunities & threats?	Aaron Porter (Facilitator)
13.15-14.15	<i>Lunch</i>	N/A
14.15-14.45	Boardroom dynamics (discussion based on boardroom drawing)	Aaron Porter (Facilitator)
14.45-15.30	Four (extreme) scenarios from the HE Review (table discussions based on 4 different scenarios)	Aaron Porter (Facilitator)
15.30-15.50	Feedback from groups	Aaron Porter (Facilitator)
15.50-16.00	Closing remarks	David Barrett (Board Chair)
16.00	Close	N/A