

Minutes

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

Present:	Professor David Barrett	Board Member (Chair)
	Anthony Bickmore	Board Member
	Alex Bols	Board Member
	Ann Clayton	Board Member
	Kaitlin Coulson	Board Member – Student Representative
	Charles Hunt	Board Member – Vice-Chancellor
	Andrew Kent	Board Member
	Raymond Lee	Board Member
	Isabel Nisbet	Board Member (Vice-Chair)
	Jeremy Olsen	Board Member
	Francesca Wiggins	Board Member – Academic Council Representative
	Fatimah Ayoade	Board Member
	Gael Dundas	Board Member – Patient Representative
	Jackie Westaway	Board Member
In Attendance:	Carol Reid	Special Advisor
	Allan Scott	Clerk to the Board (Secretary)
	Joanna Smith	Finance Director
	Jas Verdi	Head of Student Services

1. Welcome & Apologies for Absence

1.1 Noted:	That apologies were received from:	
	Sean Bonnington	Special Advisor
	Azlina Bulmer	Board Member
	Sharon Potter	Deputy Vice Chancellor (Education)
	Richard Salter	Board Member
	Ian Sanderson	Registrar
	Steve Vogel	Deputy Vice Chancellor (Research)

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 (3 October 2018) (BoD-18-02-03)

3.1 Agreed: That the minutes of the last meeting were a correct and accurate record.

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4. Matters Arising from Minutes of the Last Meeting (BoD-18-01-04)

<i>Actions from the Board of Directors meeting on 3 October 2018</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
ALL	11.4	Estates Strategy That Anthony Bickmore offered a tour of LendLease's marketing suite at the location in question under item 11.3 to help Board members acquaint themselves with the area, all interested members to contact Clerk to the Board <i>Nov 2018 – superseded due to building being withdrawn from sale.</i>	Complete
Clerk to the Board	11.7	Estates Strategy That the project management of this item be brought back to the November 2018 Board. <i>Nov 2018 – superseded due to building being withdrawn from sale.</i>	Complete
Clerk to the Board	12.7	Strategic Partnership between a sport provider & UCO That the Board approved moving forward with this proposal on condition that due diligence be brought back to the Board as well as it being added to the Risk Register. <i>Nov 2018 – will be done, mark as complete.</i>	Complete
Deputy Vice-Chancellor (Education)	15.1	Key Performance Indicators Report / Progress That the typo in paragraph 1 following "UCO Strategic Plan" be corrected from 2018-22 to 2018-23. <i>Nov 2018 – Done by Executive Assistant.</i>	Complete
Clerk to the Board	15.2	Key Performance Indicators Report / Progress That this plan be brought back to the November 2018 Board meeting for update and further explanation. <i>Nov 2018 – this will be looked at for March 2019. On rolling agenda already so mark as complete.</i>	Complete
Clerk to the Board	17.2	Board Training Presentations That the Head of Student Services be invited to the November 2018 Board meeting to do a refresher Presentation on Prevent Duty.	Complete
Clerk to the Board	17.3	Board Training Presentations That Value for Money be designated as topic for the March 2019 Board meeting and Clinic and Patients be designated for June 2019. Clerk to the Board to update Rolling Agenda. <i>Nov 2018 – not added to rolling agenda but noted for future Board agendas.</i>	Complete

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Chair of the Board; Clerk to the Board	18.1	Board Effectiveness Action Plan That the Board Effectiveness Action Plan should be more reflective of Board Member actions rather than what UCO staff are doing, for example building on discussions during the away day on 15 March 2018. Chair of the Board & Clerk to the Board to discuss. <i>Nov 2018 – Chair and Clerk to discuss before Board meeting Nov 2018.</i>	Complete
Clerk to the Board	19.1	Board of Directors Terms of Reference That the Articles of Association need to be checked for references to “both sexes” and ensure the Terms of Reference correspond to that. <i>Nov 2018 – A couple of amendments made and re-submitted to Board.</i>	On Agenda
ALL	20.1	Registers of Interest Forms That Registers of Interest forms must be filled out by all Board members and Special Advisors for the year 2017/18 in order for the auditors to sign off the accounts. All who have not already done so to fill them out and return to the Clerk to the Board as a matter of urgency.	Complete
Clerk to the Board	22.1	Remuneration Committee (Vice-Chancellor’s Group) Terms of Reference That “for” be added to the name of the committee. <i>Nov 2018 – Amendments made and ToRs finalised.</i>	Complete
Clerk to the Board	27.1	Minutes of Remuneration Committee (Vice-Chancellor’s Group) Clerk to the Board to check Committee of University Chairs (CUC) guidelines to see whether discussions about Vice-Chancellor performance should remain confidential. <i>Nov 2018 – CUC Code of Governance December 2014; Accounts Directive 38-43 & The Higher Education Senior Staff Remuneration Code read with no reference to VC performance being kept confidential found.</i>	Complete

5. Chair’s Actions

5.1 Noted: That there are no Chair’s actions to record at this meeting.

6. Whistleblowing

6.1 Noted: That no incidents have been recorded since the last Board meeting.

7. Prevent Duty

Board Training Presentation: Prevent

7.1 Noted: That the Head of Student Services presented this topic.

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7.2 Noted: That the External Speaker policy will be under review over the next few months and will take account of guidance due to be published by the Human Rights Commission in December 2018. It will be presented to the Board in due course.

7.3 Noted: That in the meantime, the External Speaker policy works well and it was also noted that UCO had taken on Manus Sinistra to minimise the risk posed by external speakers there.

Prevent Duty Accountability & Data Return

7.4 Action: Head of Student Services to change where Board members are described as “staff” under Training but also add staff to the annex.

Action: Head of Student Services

7.5 Noted: That a review period of every 5 years was seen as adequate due to the small size of UCO meaning that it could react quickly to any changes if necessary.

7.6 Noted: That it was queried whether this should be seen as low risk, the Student Board Member expressed the view that while the incident that happened in Borough was quite intense, the area of prevent does not feel high risk. She also expressed the view that the presentation summed it up well.

7.7 Approved: That, subject to the changes requested in 7.4 above, this was approved with 14 votes in favour and none against.

8. Vice-Chancellor's Update

8.1 Noted: That the estates strategy option for Stratford that was discussed at the Board meeting of 3 October 2018 has fallen through.

8.2 Noted: That meetings regarding other options have taken place.

8.3 Noted: That the validation proposal presented at the Board meeting of 3 October 2018 is currently going through due diligence.

9. External Audit (Part 1 – OfS Annual Accountability Return)

9.1 Noted: That these papers have been reviewed by ARC; been given a clean audit opinion and are recommended to the Board for approval.

9.2 Noted: That the Annual Report reflects the recommendations made by the Audit Review and also comments that had been made in Finance and Estates Committee (FEC) and ARC.

9.3 Noted: That it is by advice from the auditors that UCO property does not reflect the most recent valuation as value would be realised and reflected in that year's accounts when it is realised.

9.4 Noted: That the Letter of Representation does not need to represent itemised costs and that Buzzacott confirms it is FRS102 compliant.

9.5 Approved: That a vote was taken on all papers in this item and they were approved and recommended to Office for Students (OfS) with 14 votes in favour and none against.

10. Sign-off (& Part 2) OfS Annual Accountability Return

10.1 Noted: That the Financial Commentary included here is identical to the annual report.

10.2 Noted: That the ARC Annual Report has been written to follow the guidelines as set by OfS and is therefore a bit different to previous years.

10.3 Noted: That the Quality Assurance Agency (QAA) will be revising guidance in 2019 so the Quality Assurance Report is likely to be different for 2018/19, this report (2017/18) followed the format of 2016/17 which the Board had indicated was good.

10.4 Action: That another institution has joint meetings between their Board and Academic Council. It was noted that there already was an Academic Council representative on UCO's Board and also that the Vice-Chancellor is the Chair of Academic Council. However, it was agreed that getting

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a couple of Board Members to attend Academic Council would be considered for September 2019. Vice-Chancellor and Clerk to the Board to discuss.

Action: Vice-Chancellor; Clerk to the Board

10.5 Action: That it was requested for the 2018/19 QA Report to include a paragraph about how UCO quality assures the validated partners. Clerk to the Board to pass on to Head of Quality.

Action: Clerk to the Board

10.6 Approved: That a vote was taken on all papers in this item and they were approved and recommended to OfS with 14 votes in favour and none against.

11. Financial Summary

11.1 Noted: That tuition fees are on target despite the lower than targeted recruitment in the Part-time course.

11.2 Noted: That staff salaries are unlikely to change.

11.3 Noted: That a one-off grant of £250,000.00, including £150,000.00 already received, is included in the figures.

12. Risk Register

12.1 Noted: That the Finance Director went through the High-Level Risk Register and that it had already been reviewed by ARC.

12.2 Noted: That the highest risk is the £175,000.00 fundraising target due to the lack of a fundraiser. Low clinic income is also a risk but a plan to increase marketing in this area exists as a mitigation.

12.3 Noted: That the fees proposal in the Augar Funding Review poses a big risk to UCO. Mitigation will come both from reviewing the cost of delivering osteopathy courses and from ensuring our TRAC data is robust for representation to HM Treasury. The Finance Director assured the Board that the TRAC process has already been discussed in Data Assurance Group (DAG) and will be started now.

12.4 Action: That there were some Board Members asking about risks that didn't appear in the High-Level Risks and where the Board might need reassurance on. These include the estates strategy where discussions occurred about having a fuller understanding of the risks involved and discussions occurring. Discussion also occurred about student satisfaction, comment was made that the risk register contains many more risks than presented to the Board and that the whole risk register is reviewed by ARC. Vice-Chancellor to circulate paper presented to FEC on Business Plan.

Action: Vice-Chancellor

13. Board of Directors Terms of Reference

13.1 Action: That opinion may need to be canvassed on whether to go into detail about assurance in the Board Terms of Reference. Chair of the Board and Clerk to the Board to discuss.

Action: Clerk to the Board

13.2 Approved: That the changes included in the paper submitted to this Board meeting were approved.

14. Board Effectiveness Annual Review

14.1 Noted: That this item is postponed to March 2018.

15. Minutes of Academic Council

15.1 Noted: That there were no minutes from Academic Council to present at this meeting.

16. Minutes of Audit & Risk Committee (12 September 2018)

16.1 Noted: That these were noted without additional comment.

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17. Minutes of Finance & Estates Committee (10 September 2018)

17.1 Noted: That these were noted without additional comment.

18. Minutes of Fundraising Committee (17 September 2018)

18.1 Noted: That these were noted without additional comment.

19. Minutes of Remuneration Committee of the Vice-Chancellor's Group

19.1 Noted: That there were no minutes from Remuneration Committee of the Vice-Chancellor's Group to present at this meeting.

20. Rolling Agenda for 2018/19

20.1 Noted: That other than items requested elsewhere on the agenda of this meeting, the rolling agenda was approved.

21. Any Other Business

a) Ordinary Items

21.1 Noted: That the Graduation Ceremony is taking place on 22 November 2018, all Board Members and Special Advisors are invited and they are to inform the Clerk to the Board if they wish to attend.

21.2 Noted: That the Board wished to recognise the great contribution of Professor Stephen Tyreman who has only been given weeks to live. He has made a great contribution, is the first to get a professorship in osteopathy, was instrumental in developing the B.Ost curriculum, has been a Board member and was in the selection process when the Vice-Chancellor was appointed.

b) Discussion around Chair of the Board

21.3 Noted: That the Chair of the Board announced that 6 March 2019 would be his final board meeting as he wishes to step down after 4 years as chair and some time as acting chair before that. He wished to say that it has been a privilege to preside over some great achievements including British School of Osteopathy converting to UCO; TDAP and STEP change.

21.4 Noted: That the Chair of the Board left the room at this point and that Isabel Nisbet, Vice-Chair, took over chairing the meeting.

21.5 Action: That the Vice-Chair currently has a lot of other commitments and that other members are to contact the Clerk to the Board if they would be interested in serving as an additional Vice-Chair.

Action: ALL

21.6 Action: That the Vice-Chancellor is to instruct the HR Manager to draw up a Job Description and Person Specification for the Chair of the Board urgently.

Action: Vice-Chancellor

21.7 Noted: That in the event of a current Board Member being elected Chair or Vice-Chair, their term is extended by three years according to the articles of association.

21.8 Action: That the Clerk to the Board is to set up an extraordinary meeting for the Board Nominations Committee (BNC) for December 2018 excluding the Chair of the Board for further discussion.

Action: Clerk to the Board

21.9 Noted: That consensus existed on Board for an interim solution during a proper search for a Chair of the Board rather than a rushed process of appointment.

21.10 Noted: That options existed for both internal and external candidates for Chair of the Board and that both processes should run simultaneously.

21.11 Noted: That several Board members believed finding someone who fits the UCO mission and strategy, e.g. estates strategy, may be more important than sticking rigidly to the person specification.

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- 21.12 Noted: That it would be vital to decide what type of commitment is required from a chair before the process starts, especially spelling out time commitment.
- 21.13 Action: That head-hunters could be used in the event that the usual UCO process failed to find suitable candidates, Vice-Chair to ask University of Hertfordshire how much they spent on head-hunters and report back to Vice-Chancellor.
Action: Vice-Chair
- 21.14 Action: That the Vice-Chancellor discuss with Committee of University Chairs (CUC) and Leadership Foundation about including this vacancy on their Board Membership Vacancy Board.
Action: Vice-Chancellor
- 21.15 Noted: That, if possible, having a designated Chair in place before the AGM on 19 June 2019 would be ideal.

22. Dates of Future Meetings

- 22.1 Noted: As follows:

Date	Time
6 March 2019	16.00
19 June 2019	16.00