

Minutes

Title:	Board of Directors
Date:	27 June 2018
Time:	16.00
Place:	Rm 2.09

Present:	Professor David Barrett	Board Member (Chair)
	Allan Scott	Clerk to the Board (Secretary)
	Fatimah Ayoade	Board Member
	Anthony Bickmore	Board Member
	Alex Bols	Board Member
	Ann Clayton	Board Member
	Kaitlin Coulson	Proposed Board Member – Student Representative
	Gael Dundas	Board Member – Patient Representative
	Charles Hunt	Vice Chancellor
	Andrew Kent	Board Member
	Isabel Nisbet	Board Member (Vice-Chair)
	Jeremy Olsen	Proposed Board Member
	Sharon Potter	Deputy Vice Chancellor (Education)
	Richard Salter	Board Member
	Aidan Twomey	Board Member – Student Representative
	Francesca Wiggins	Board Member – Academic Council Representative
	Steve Vogel	Deputy Vice Chancellor (Research)

1. Welcome & Apologies for Absence

- 1.1 Noted: That the Board welcomes prospective members Jeremy Olsen and Kaitlin Coulson to the meeting.
- 1.2 Noted: That apologies were received from:
- | | |
|-----------------|------------------|
| Sean Bonnington | Special Advisor |
| Azlina Bulmer | Board Member |
| Raymond Lee | Board Member |
| Carol Reid | Special Advisor |
| Richard Savage | Special Advisor |
| Joanna Smith | Finance Director |
| Jackie Westaway | Board Member |

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 (14 March 2018) (BoD-17-04-03)

- 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 14 March 2018</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Executive Assistant	9.1	Board meeting dates for 2018/19 Executive Assistant to look for alternative November 2019 date.	Complete
Executive Assistant	10.3	Vice-Chancellor's Report That an item be added to June Board Agenda to discuss the options with regard to Estates Strategy.	Complete
Executive Assistant	10.6	Vice-Chancellor's Report That the Registrar be invited to each Board meeting from June 2018.	Complete
G Dundas/ R Salter/ Deputy Vice-Chancellor (Education)/ Executive Assistant	12.4	Strategic Plan 2018-2023 (KPIs) Richard Salter and Gael Dundas to discuss which risks to include in Board business and with Deputy Vice-Chancellor (Education). That Executive Assistant put on June 2018 Board agenda.	Complete
Finance Director	14.6	Reviewed Financial Regulations (ARC) Finance Director to email all staff to highlight the changes to the policies.	Complete
Clerk	15.1	Board Effectiveness Review & Action Plan Clerk to the Board to draw up an action plan based on Board feedback. <i>June 2018 – Clerk of the Board will do for Board meeting October 2018.</i>	Carry Over
Executive Assistant	20.1	Collaborative Partnerships Item postponed to June 2018 Board meeting. Executive Assistant to put on Agenda.	Complete
Clerk	21.1	Freedom of Information For Fol summary be presented to each Board meeting including following information: <ul style="list-style-type: none"> • Questions raised and response • Number and time taken to respond to each • What number of staff there were working on them <i>May 2018 – Action for Data Protection & Freedom of Information Officer through Clerk to the Board.</i>	On Agenda
ALL	21.2	Freedom of Information All Board members with experience/working knowledge of Fol to	On Agenda

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		identify themselves to the Clerk. <i>May 2018 – Data Protection & Freedom of Information Officer deals with Fol, Clerk is link to Board of Directors.</i>	
Clerk	21.3	Freedom of Information Guidance to be released and training given to teach staff how to recognise Fol requests and what to do with them. Clerk to look into. <i>May 2018 – Action for Data Protection & Freedom of Information Officer through Clerk to the Board.</i>	On Agenda
ALL	23.3	Fundraising Committee Any Board member interested in filling the Fundraising Committee vacancy to contact Vice-Chancellor.	On Agenda

Previous Actions from the Board of Directors meetings

Responsibility	Minute/s	Initial action/s	Outcome/s
Deputy Vice-Chancellor (Education)		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 Board at the Meeting.</i>	On Agenda

5. Chair's Actions

- 5.1 Noted: That the Chairman of the Board has signed off the UCO application to Office for Students (OfS) in May on behalf of the Board.
- 5.2 Noted: That the Clerk to the Board sent out an email to Board members on behalf of the Chair of the Board regarding the re-constitution of the Remuneration Committee (Vice-Chancellor's Group) to exclude the Vice-Chancellor and the Chair of the Board from discussion on the Vice-Chancellor's remuneration after taking account of newly-issued Committee of University Chairs (CUC) guidance.

6. Board of Directors & Annual General Meeting – date move June 2019

- 6.1 Noted: That the date move from 5 to 19 June 2019 was noted.

7. Board Members for Sub-Committees

(a) Audit & Risk Committee (ARC)

(b) Fundraising Committee (FRC)

- 7.1 Noted: That Dick Savage has stepped down from Audit and Risk Committee after a decade of service to British School of Osteopathy (BSO) and UCO. Chair of the Board thanked him for his service and wished him well on behalf of the Board.
- 7.2 Action: That this creates a vacancy on ARC as well as the pre-existing vacancy on Fundraising Committee, all to contact the Clerk to the Board if they would like to make a contribution.

Action: ALL

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8. Vice-Chancellor's Update

- 8.1 Noted: That lower intakes for UCO courses are comparable with other osteopathic institutions but do make expanding into other areas of study even more urgent.
- 8.2 Noted: That Olwen Starr Awards for staff proposed by staff and students have been distributed.
- 8.3 Noted: That UCO are doing well with regards to the gender pay gap with a gap of only 6.06% compared to over 15% among the university sector generally.
- 8.4 Noted: That although part-time application figures look low, it is consistent with past trends and is caused by real life being a greater factor in part-time applicants lives which also results in them often accepting places later than full-time applicants.
- 8.5 Noted: That anecdotally our university college name elicits more interest at careers fairs than previously our school status did.
- 8.6 Noted: That the OfS application has been completed and has required the production of new policies such as the Student Protection Plan. The hard work of the Deputy Vice-Chancellor (Education) was acknowledged and the application was signed off by the Chair of the Board. Because there are so many benchmarks with the access agreement, we will need to put resources into monitoring these to ensure we do not unintentionally breach any of them.
- 8.7 Noted: That, in line with the CUC guidance that the Clerk to the Board emailed to Board members (also mentioned in 5.2), neither the Chair of the Board nor the Vice-Chancellor were present at the part of the Remunerations Committee (Vice-Chancellor's Group) meeting where the Vice-Chancellor's salary was discussed.

9. Estates Strategy

- 9.1 Noted: That the Finance and Estates Committee (FEC) has discussed this report and a business plan will go to FEC in September and include financial modelling. We aim to have a prioritised set of options and a broad timetable for consultation available for Board 2018 meeting.
- 9.2 Action: That the Vice-Chancellor to take advice regarding whether new valuations should be presented on the annual accounts.

Action: Vice-Chancellor

10. OfS Development Session

- 10.1 Noted: That Alex Bols did a presentation on this.
- 10.2 Noted: That the overriding point to be stressed is that governing bodies will be given much more responsibility under OfS than they were under the Higher Education Funding Council for England (HEFCE) and that fines and sanctions possibilities are more severe.
- 10.3 Noted: That there is a public benefit aspect to the OfS overview. Therefore, our work in the local community is very important and a huge strength in this regard.
- 10.4 Noted: That there is a great focus on transparency and we should work on the assumption that working documents all have the potential to become available to public view. Therefore, they need to be looked at critically before becoming final versions.
- 10.5 Noted: That the Advertising Standards Authority (ASA) has acted against some other institutions meaning we have to be careful with what claims we make. A working party under the Deputy Vice-Chancellor (Education) has been set up to look at this aspect.
- 10.7 Noted: That the Chair of the Board thanked Alex Bols for taking the time to prepare and give this presentation.
- 10.8 Action: That the Clerk to the Board will circulate slides together with the minutes and matters arising.

Action: Clerk

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11. Budget 2018-19 & Financial Forecast to 31 July 2021 (FEC)

- 11.1 Noted: That the Vice-Chancellor presented this in the absence of the Finance Director.
- 11.2 Noted: That these have been considered by FEC and are recommended to the Board.
- 11.3 Noted: That there has been feedback from full-time students about teaching being too intense which has partly been caused by part-time staff needing to fit all their classes into a set number of days.
- 11.4 Noted: That the forecasts for recruitment have been prudent and we therefore believe them to be realistic.

12. Financial Summary for 9 months ended 30 April 2018

- 12.1 Noted: That the Vice-Chancellor presented this in the absence of the Finance Director.
- 12.2 Noted: That in answer to a question, the Vice-Chancellor explained that staff retention was generally good and that student retention stands at 96%.

13. Strategic Plan 2018-2023 (KPIs)

- 13.1 Noted: That this item is ongoing but not quite ready to be presented. Therefore, it will appear at the Board in October 2018.

14. Strategic Priorities

- 14.1 Action: That a paper from the Deputy Vice-Chancellor (Education) is to be circulated to Board members at the same time as the minutes.

Action: Clerk

15. Risk Management – High Level Risks (ARC)

- 15.1 Noted: That the Vice-Chancellor presented this in the absence of the Finance Director.
- 15.2 Noted: That two risks have been demoted from the High Risk category but the lack of a Head of HR has been inserted as a high risk.
- 15.3 Action: That there are three risks where the scores remain the same before and after mitigation. In the case of lack of Head of HR, this is because there isn't much mitigation possible but the other two will be brought back to ARC by the Clerk to the Board to check that enough mitigation is being done.

Action: Clerk

16. Value for Money Report (ARC)

- 16.1 Noted: That this report has been considered at ARC and was noted at this meeting.

17. OfS/HEFCE Assurance Review

- 17.1 Noted: That the report has been received and sent to the Chairs of Board; ARC and FEC. Initial outcomes have been issued to Board members.
- 17.2 Noted: That the Board wished to thank everyone involved for their preparation and congratulate UCO on a highly successful review.
- 17.3 Action: That final Board and Academic Council minutes will start going onto the UCO website with immediate effect.

Action: Clerk

18. Academic Partner Strategy

- 18.1 Noted: That this report was noted by the Board.

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19. Patrons Update – Fundraising

- 19.1 Noted: That UCO are looking for patrons which could include anyone suitable from celebrities to members of the House of Lords.
- 19.2 Noted: That all Board members are to inform the Clerk to the Board of any possible suitable candidates for patron.

Action: ALL

20. Finance & Estates Committee – Terms of Reference

- 20.1 Approved: That the Finance and Estates Committee Terms of Reference were approved without additional comment.

21. Board Nominations Committee – Terms of Reference

- 21.1 Action: That point 2 have the phrase “while giving due consideration to having diversity on the board” added.

Action: Clerk

- 21.2 Approved: That, otherwise, the Board Nominations Committee Terms of Reference were approved without additional comment.

22. Public Interest Disclosure (Whistleblowing)

- 22.1 Noted: That the Whistleblowing policy has been reviewed by ARC and was noted by the Board.
- 22.2 Action: That a report on whistleblowing incidents be presented to the Board quarterly and be added accordingly to the rolling agenda.

Action: Clerk

- 22.3 Noted: That the *Annual Summary Report on Whistleblowing numbers and outcomes* showed no whistleblowing incidents over the reported period.

23. General Data Protection Regulation (GDPR)

- 23.1 Agreed: That a previous version of this has been brought to the Board and that ARC have reviewed this one. It is ongoing work and was noted as such.
- 23.2 Action: That the appointment letter of new board directors should contain the web address of the relevant UCO privacy statement. Clerk to deal for 2019/20.

Action: Clerk

- 23.3 Noted: That it is not currently clear what happens to the data of applicants who either do not accept job offers or are not appointed, Vice-Chancellor to ask Data Protection & Freedom of Information Officer.

Action: Vice-Chancellor

- 23.4 Action: That ARC has noticed the amount of hard and detailed work that has gone into this and Vice-Chancellor was requested to pass compliments on to Data Protection & Freedom of Information Officer.

Action: Vice-Chancellor

24. Freedom of Information (Fol)

- a) Fol Policy
- b) Fol Guidance Staff
- c) Fol Guidance Requesters
- d) Fol Disclosure Log

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24.1 Noted: That these documents were noted and that the Data Protection and Freedom of Information Officer is considering what training needs and dissemination of the topic are required.

25. NSS Annual Report / Action Plan Progress

25.1 Noted: That these documents have been reviewed by ARC and were noted at this meeting.

26. Rolling Agenda for 2018/19

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

27. Minutes of Board Nominations Committee

14 March 2018 DRAFT:

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

28. Minutes of Equalities Committee

15 May 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 the next meeting due to take place on 27 June 2018 and will therefore be considered at October 2018 Board meeting.

31. Any Other Business

31.1 Noted: That Aidan Twomey is standing down as Board Member and the Board wished to thank him for his participation and wish him well.

31.2 Noted: That the UCO graduation ceremony will take place on 22 November 2018 at Central Methodist Hall.

31.3 Noted: That the Board Strategy Day on 15 March 2018 was seen as a success and useful for reminding Board members of their key priorities and giving them the chance to think more broadly about challenges and opportunities. The slides have already been shared with members of the Board via the Clerk.

32. Dates of Future Meetings

32.1 Noted: As follows:

Date	Time
3 October 2018	16.00
14 November 2018	16.00
6 March 2019	16.00
19 June 2019	16.00