

Minutes

Title:	Board of Directors
Date:	6 March 2019
Time:	16.00
Place:	Rm 2.09

Present:	Professor David Barrett	Board Member (Chair)
	Fatimah Ayoade	Board Member
	Anthony Bickmore	Board Member
	Alex Bols	Board Member
	Azlina Bulmer	Board Member
	Gael Dundas	Board Member – Patient 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
	Richard Salter	Board Member
	Jackie Westaway	Board Member
	Francesca Wiggins	Board Member – Academic Council Representative
In Attendance:	Carol Reid	Special Advisor
	Allan Scott	Clerk to the Board & Company Secretary (Secretary)
	Joanna Smith	Finance Director
	Jas Verdi	Head of Student Services
	Sharon Potter	Deputy Vice Chancellor (Education)
	Ian Sanderson	Registrar
	Steve Vogel	Deputy Vice Chancellor (Research)
	Jason Mosher	SU President – item 7
	Archie Wilkinson	Former SU Co-President – item 7
	Matt Davies	Former SU Co-President – item 7

1. Welcome & Apologies for Absence

- 1.1 Noted: That apologies were received from:
- | | |
|-----------------|---------------------------------------|
| Sean Bonnington | Special Advisor |
| Kaitlin Coulson | Board Member – Student Representative |
- 1.2 Noted: That Ann Clayton has resigned from UCO Board of Directors effective December 2018. The Chair of the Board confirmed that he had acknowledged this in a thank you letter to her.

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 (14 November 2018) (BoD-18-03-03)

3.1 Action: Clause 12.3, correction to spelling of “Augar” to be made.

Action: Clerk to the Board

3.2 Agreed: That other than the observation from 3.1, the minutes of the last meeting were a correct and accurate record.

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

<i>Actions from the Board of Directors meeting on 11 November 2018</i>			
Responsibility	Minute/s	Initial action/s	Outcome/s
Head of Student Services	7.4	<p>Prevent Duty Accountability & Data Return Head of Student Services to change where Board members are described as “staff” under Training but also add staff to the annex. <i>Jan 2019 – confirmed as complete by Head of Quality</i></p>	Complete
Vice-Chancellor; Clerk to the Board	10.4	<p>Sign-off (& Part 2) OfS Annual Accountability Return It was agreed that getting a couple of Board Members to attend Academic Council would be considered for September 2019. Vice-Chancellor and Clerk to the Board to discuss. <i>Jan 2019 – VC & Clerk agreed that this would be brought up in March 2019 Board meeting, interested Board members to contact Clerk.</i></p>	Complete
Clerk to the Board	10.5	<p>Sign-off (& Part 2) OfS Annual Accountability Return 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. <i>Jan 2019 – Clerk has done so.</i></p>	Complete
Vice-Chancellor	12.4	<p>Risk Register Vice-Chancellor to circulate Business Plan discussed by Finance and Estates Committee on 6 November 2019. <i>March 2019 – attached as an appendix to Board papers March 2019.</i></p>	Complete
Clerk to the Board	13.1	<p>Board of Directors Terms of Reference 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. <i>Feb 2019 – discussions have taken place between Chair and Clerk, it has been decided that assurance is adequately covered.</i></p>	On Agenda

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ALL	21.5	Any Other Business Discussion around Chair of the Board All Board members to contact Clerk to the Board if interested in serving as an additional Vice-Chair. <i>Jan 2019 – Alex Bols will be proposed as an additional Vice-Chair at March 2019 meeting.</i>	Complete
Vice-Chancellor	21.6	Any Other Business Discussion around Chair of the Board Vice-Chancellor to instruct the HR Manager to draw up Job Description and Person Specification for the Chair of the Board urgently. <i>Jan 2019 – currently underway, mark as complete.</i>	Complete
Clerk to the Board	21.8	Any Other Business Discussion around Chair of the Board Clerk to the Board to set up extraordinary meeting for the Board Nominations Committee (BNC) for December 2018 excluding the Chair of the Board for further discussion.	Complete
Vice-Chair	21.13	Any Other Business Discussion around Chair of the Board 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. <i>Jan 2019 – issue to be re-visited in event of internal process being unsuccessful, mark as complete.</i>	Complete
Vice-Chancellor	21.6	Any Other Business Discussion around Chair of the Board That the Vice-Chancellor discuss with Committee of University Chairs (CUC) and Leadership Foundation about including this vacancy on their Board Membership Vacancy Board.	Complete

5. Chair's Actions

- 5.1 Noted: That the Chair of the Board attended UCO's Staff Conference on Saturday 2 March 2019 together with Isabel Nisbet; Jackie Westaway and Jeremy Olsen.
- 5.2 Noted: That, other than recording Staff Conference attendance, there were 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. Student Union

SU Accounts

7.1 Action: That cash surplus has dropped from £5,000 to about £700. It was explained that the Head of Student Services has been implementing proper budgeting since she started, and this situation should therefore be improved. To be monitored and to be discussed at Board March 2020 if no improvement evident. Clerk to the Board to note.

Action: Clerk to the Board

SU Presidents

7.2 Noted: That the SU President gave a PowerPoint presentation to the Board.

7.3 Noted: That in addition to what was mentioned in the presentation, there were also activities such as yoga and dance groups. Board members suggested that the SU be mindful of ensuring that activities would appeal to the widest student audience possible.

7.4 Noted: That the SU President stressed that activities were also available which did not revolve around drinking such as film nights and quizzes and that the SU was also attempting to include Part-Time students.

7.5 Noted: That some projects currently work in progress:

- Clear out of the old SU office to allow a meeting room for students to meet SU officers in a confidential setting.
- Credit card machine for the SU bar and merchandise for the new SU shop.

7.6 Noted: That the outgoing co-presidents wished to pass thanks to various people for their support, especially to the Head of Student Services and to volunteers who give their time to run socials.

7.7 Noted: That several Board members and the Vice-Chancellor wished to put on record thanks to SU officers for their time and effort including the less obvious work and effort that SU officers put into various UCO panels and committees.

8. Additional Vice-Chair Election

8.1 Noted: That on 18 December 2018, Vice-Chair of the Board, Isabel Nisbet, sent an email indicating that Alex Bols was to take over as Acting Vice-Chair.

8.2 Noted: That Alex Bols is to be considered for the role of additional Vice-Chair of the Board.

8.3 Elected: That the vote in favour was unanimous and that that Alex Bols was therefore appointed as Acting Vice-Chair.

9. Chair of the Board Recruitment

Update

9.1 Noted: That the Vice-Chair thanked everyone for their responsiveness to communication going around and that an update to the current Board Chair recruitment process was given.

9.2 Noted: That the Board Nominations Committee have hired a recruitment company Morgan Hunt known to some Board members and special advisors to add good candidates to the possible pool for Board Chair interviews.

9.3 Action: That all Board members are to let the Clerk to the Board know if they are interested in taking part in interviews or contributing in any other way.

Action: ALL

Naming of Acting Board Chair

9.4 Action: That the Board agreed to name Isabel Nisbet Acting Chair of the Board effective at the end of this meeting. Clerk to the Board to inform OfS.

Action: Clerk to the Board

Other Board Recruitment

9.5 Approved: That the Board Nominations Report was noted, and the planned Board Member recruitment approved.

10. Board meeting dates for 2019/20

10.1 Agreed: That the dates as noted on the paper were agreed.

11. UCO Shareholders

11.1 Action: That the Company Secretary asked a series of questions to the Board, answers as follows:

1. The Board authorises the Company Secretary to send a letter to those shareholders who failed to respond to both the 2018 and 2019 AGM mailings outlining that UCO are undertaking a shareholder cleansing exercise and giving them four months to respond before being deemed to have transferred their share.
2. The Board did not deem it necessary for a reminder letter to be sent after two months.
3. The Board feels that the two AGM mailings, one letter plus a UCO website posting provides “reasonable endeavour” to the attempt to contact currently untraceable shareholders.
4. After some debate, the Board approves sending the letter to those who were on the pre-2018 “no contact details known” or “post returned” list on the grounds that the communication attempt needs to be evidenced.
5. The Board does not require sending the letter to those on the pre-2018 deceased list as the list can be deemed to be accurate even without evidenced documentation.
6. The Board does not require the letter to be sent by some form of signature-requiring post.
7. The Board agrees that £1 for each share should be stored in trust in case of future enquires by deemed transferred shareholders or relatives

Action: Company Secretary

11.2 Action: That the Board decided to approve the transfer of shares 96 and 403 from their late holders to the widows who requested them as outlined in the paper.

Action: Company Secretary

12. Board of Directors Terms of Reference

12.1 Action: That the Vice-Chancellor to be added to the composition and membership.

Action: Clerk to the Board

12.2 Approved: That, subject to the change outlined in 2.1, the Board of Directors Terms of Reference were approved.

13. Vice-Chancellor's Update

13.1 Noted: That OfS registration is complete and no specific conditions were attached.

13.2 Noted: That partner research status from Imperial College London has now been granted and UCO hopes to recruit to the sponsored PhD at the end of March 2019.

13.3 Noted: That mental health is being considered within UCO. There is a counsellor and we are looking into resuming access to Cognitive Behaviour Therapy. As a result of requests at UCO Staff Conference, there will be mental health training given to clinic tutors.

14. Financial Summary

14.1 Noted: That budget is forecast to be £28,000 above covenant level. The Finance Director stressed that she is comfortable with this but is monitoring the situation closely and has asked Heads of Department to identify any possible savings. It is also possible to discuss covenants and accessing surpluses with the bank if necessary.

14.2 Noted: That the main reasons for lower than hoped for income were reduced clinic income and the lack of a fundraiser, the latter situation being prolonged by the need for the designated Trusts & Foundations Manager to obtain a Tier 2 licence. These items appear on the Risk Register.

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- 14.3 Noted: That UCO's Resource Allocation Group (RAG) agreed £72,000 worth of savings for 2018/19 and these can be used if necessary if income doesn't achieve budget.
- 14.4 Noted: That there might be an effect from the Augar Review of students taking a year out in order to get lower fees in the future if that ends up being one of the recommendations. This could be mitigated by accessing reserves and any funds made available by the Treasury.
- 14.5 Noted: That teaching costs as a percentage of income is possibly unsustainable, there is an internal review about that currently underway.

15. Financial Regulations, Fraud Response and Conflicts of Interest Policies, incorporating internal controls. Incorporating Register of Interests & Register of Hospitality (ARC)

- 15.1 Noted: That these were approved without further comment.

16. Risk Overview

- 16.1 Noted: That these risks have been examined at ARC and are for information of the Board. Senior Management Team have introduced peer reviewing of risks and being embedded more into departments.

17. Academic Council attendance of Board members

- 17.1 Noted: That the Clerk to the Board asked Board members who were interested in attending Academic Council to contact him for dates.
- 17.2 Action: That Alex Bols is interested and Clerk to the Board to contact him.

Action: Clerk to the Board

18. Item Restricted due to Commercial Confidentiality

19. Minutes of Academic Council

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

20. Minutes of Audit & Risk Committee (Final – 7 November 2018)

- 20.1 Noted: That these were noted without additional comment.

21. Minutes of Finance & Estates Committee

- 21.1 Noted: That there were no minutes from Finance & Estates Committee to present at this meeting.

22. Minutes of Fundraising Committee

- 22.1 Noted: That there were no minutes from Fundraising Committee to present at this meeting.

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

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

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24. Any Other Business

- 24.1 Noted: That the Vice-Chancellor thanked the Chair of the Board for his service to BSO/UCO; his leadership and invaluable personal support during which time a lot had been achieved including OfS Registration; University College Status and Degree Awarding Powers. The Vice-Chancellor presented the Chair of the Board with Prof. Martin Collins book, History of the BSO signed by Board members, VC Group and the two most recent Clerks.
- 24.2 Noted: That the Chair of the Board thanked everybody and said his association with BSO/UCO had been a privilege. He singled out Vice-Chair Isabel Nisbet, former Vice-Chair Azlina Bulmer, Vice-Chancellor Charles Hunt and Board Member Francesca Wiggins, the latter for her informal good advice. He said the senior team are outstanding and that Board members and colleagues should be proud of UCO. He predicted another successful 100 years.

25. Rolling Agenda for 2018/19

- 25.1 Noted: That there were no comments made about the Rolling Agenda.

26. Dates of Future Meetings

- 26.1 Noted: As follows:

Date	Time
19 June 2019	16.00