

**UNIVERSITY BOARD****MINUTES OF THE MEETING HELD ON FRIDAY, 16 NOVEMBER 2012**

- Present: Mrs S Sutherland (Chair).  
Mr J Andrews (Chief Operating Officer); Ms M Barron; Dr P Barnwell; Prof M Bennett (Pro Vice Chancellor); Ms L Bryant (Students' Union at Bournemouth University, President); Mr I Carter; Mr J Granger; Mr D Hines; Mr T Lee (Deputy Chair); Ms M Mayer; Prof T McIntyre-Bhatty (Deputy Vice Chancellor); Mr D McQueen; Dr P Rawlinson; Mr A Riggs (Executive Director of Finance & Performance); Prof E Rosser; Mr R Spragg; Prof J Vinney (Vice Chancellor).
- In Attendance: Mr N Richardson (Clerk to the University Board); Mr G Rayment (Committee Clerk).  
Mr M Hastelow (Savills, for item 2.2); Mr S Laird (Interim Director of Estates, for item 2.2); Mr K Pappa (BDP Consultants, for item 2.2)
- Apologies: Mr C Appleton; Prof R Conder; Mrs J Dawson; Dr J Knowles

*Declarations of Interest*

*Prof McIntyre-Bhatty informed the Board that he was a Director of the University's subsidiary companies, BU Ltd and BU Innovations Ltd. Dr Barnwell and Prof Bennett declared their interest as Directors of BU Enterprise.*

**1 MINUTES OF THE PREVIOUS MEETINGS****1.1 Minutes of the University Board Meeting, 6 July 2012**

The Minutes were approved as an accurate record, subject to correcting 'Mr Knowles' to 'Dr Knowles' in the attendance list.

**1.2 Minutes of the Estates Planning Seminar, 5 October 2012**

The Minutes were approved as an accurate record.

**1.3 Actions arising from Board Development Session, 15 October 2012**

Members noted the actions arising from the Board development session. The Chair informed members that the University Executive Team (UET) would work with the Board on reviewing the spread of skills required of independent Board members and updating the skills matrix accordingly. The development session and actions arising would also be included in the next BU Dignity, Diversity and Equality Annual Report.

**1.4 Matters Arising and Actions Register**

The Actions Register was noted. In respect of Action 29 (Circulation of the University's Intellectual Property (IP) Policy) the PVC explained that work was continuing on the development of the IP policy which would be circulated in due course. Further discussion on Research & Knowledge Exchange (Action 30) would be picked-up through the Board dinner presentation scheduled to take place before the January Board meeting.

## 2 STRATEGIC MATTERS

### Confidential

#### 2.1 Student Recruitment 2012-13 and Implications

- 2.1.1 The VC presented this report which described the factors influencing student recruitment for the current year and the academic and financial implications. He drew members' attention to the amended page 4 of the report which had been circulated separately. [confidential]. The Finance & Resources Committee (FRC) had received the report at its 19<sup>th</sup> October meeting and their comments were incorporated into the report for the Board. The figures would be finalised in December when the final numbers for Postgraduate January intake were confirmed. An updated budget would then be presented to the next meeting of the FRC.
- 2.1.2 The report also included the academic implications of the sector changes and the VC stressed that there would be no 'knee-jerk reactions' in response to the falling student numbers for the current year, with a range of factors (including student satisfaction and academic strength) informing any further consideration of the University's academic portfolio. Members enquired whether the University was doing enough to ensure acceptable student retention rates. The DVC agreed that retention rates were critical from a student experience perspective and explained that, historically, the University had been strong in this area, performing above the sector average. The impact of retention rates on the overall current financial position, however, would be marginal.
- 2.1.3 Members noted the report.

**ACTION:** Finalised budget and forecast for 2012/13 to be presented to the next meeting of the FRC.

**ACTION BY:** EDoFP

#### 2.2 Estates Master Planning

- 2.2.1 The Chair welcomed Messrs Laird, Hastelow and Pappa to the meeting and invited the COO to present this report. The COO explained that work had progressed on the estates masterplan following the Board seminar on 5 October. Three broad planning options were being presented to members for consideration with a view to ensuring that the Board were content with the overall direction of travel being proposed. Subject to the Board's views, a finalised masterplan would be presented to the next Board meeting along with first phase delivery plan (following initial consideration by the FRC in December). The key principals underlying the options were set out at Paragraph 3.1 of the paper [confidential].
- 2.2.2 Some initial open consultation events had taken place with staff and students on the broad principals of the masterplan. Connectivity between the Talbot and Lansdowne sites and the requirements for car parking space were recognised as key factors and work was simultaneously being undertaken to review the University's Travel Plan.
- 2.2.3 [confidential].
- 2.2.4 The three broad options presented for appraisal were based on the principals agreed at the planning seminar, and Members' views were sought on the quantity and type of space being proposed. [confidential]. Members emphasised the importance of consulting the student body on any potential estates developments, given the overriding desire to improve student satisfaction which was driving the estates masterplan. The SUBU President suggested that students would have no major objections to travelling between sites provided that good transport links were in place.
- 2.2.5 The Board agreed a primary focus on Option 2A (labelled '2B' in the paper circulated to members) as the preferred option. [confidential].
- 2.2.6 [confidential]. It was agreed that, once decisions had been taken, a detailed

Communications Strategy would be prepared and presented to the next meeting of the Board.

2.2.7 [confidential].

**ACTION** : Present final Estates Master Plan and phase 1 Delivery Plan to the FRC on 14<sup>th</sup> December, prior to submission to the next Board meeting in January 2013. A Communications Strategy will also be presented.

**ACTION BY:** COO

### 2.3 Key Performance Indicators (KPIs)

The VC presented the first Board KPI report which reflected the new KPIs agreed in respect of monitoring the delivery of the BU 2018 Strategy. Detailed data was provided on KPI 1 (Academic Strength) and the 15 PIs which comprised the total figure. A breakdown of performance by each School against this KPI was also provided. Work was still in progress to gather the required data in some areas. The DVC pointed out that the target for KPI 7 (student: staff ratio) had already been exceeded, but that this was simply an unintended consequence of the fall in student recruitment. The KPI reports would be used pro-actively in discussions with Schools and to drive the implementation of their delivery plans. The report would be produced quarterly with changes (or direction of movement) shown where appropriate. Members noted the report.

## 3 STANDING REPORTS

### 3.1 VC's Report

#### 3.1.1 BU Update

3.1.1.1 The VC presented his report to the Board and highlighted a number of key points. Members were thanked for their participation in the recent graduation ceremonies, which had received positive feedback from students and attendees. Members asked that, in future, they receive invitations to the awards ceremonies much earlier, along with sufficient information to allow Members to make an informed choice in respect of which ceremony they would wish to attend. Members attention was drawn to the proposed high-profile visit to the University scheduled for 12 December (to which separate invitations had been issued).

**ACTION** : Feedback comments on graduation ceremonies to the organisers.

**ACTION BY:** Clerk

3.1.1.2 [confidential]

3.1.1.3 [confidential]

### 3.2 SUBU Update

3.2.1 The SUBU President highlighted key developments as set out in her report to the Board. Members attention was drawn to the question on Student Unions, which had been included in the National Student Survey (NSS) for the first time. SUBU had received a good score (7% above the sector average). Changes to the student arrivals period had been well received. There had been some occurrences of anti-social behaviour in the local community (although on investigation these were not always related to students) and SUBU was continuing to work with the police and community groups in addressing these issues. The SUBU President also highlighted a number of recent campaigns and improvements to student facilities.

- 3.2.2 Members noted the issues arising from the 'Student Shout' meeting. The DVC agreed to look into the request that microphones be made available, and used, in all lecture theatres.

**ACTION:** Consider possibility of making microphones available in all lecture theatres. To encourage staff to use the microphones when they were available.

**ACTION BY:** DVC

### 3.3 Chair's Report

#### 3.3.1 Chair's action and Use of University Seal

The report was noted.

#### 3.3.2 Membership

*Mr Lee and Mr McQueen withdrew from the meeting for this item.*

The Board approved the appointment of Mr Lee to the Board of BU Enterprise. They also approved the appointment of Mr McQueen as Chair of the BU Enterprise Advisory Body.

*Mr Hines withdrew from the meeting for this item.*

The Board approved the extension of Mr Hines' Term of Office for a further three years in light of the ongoing substantial development of the University's estate and the value of his specialist expertise in this field.

The Chair informed members that, following the resignation of Mr Francis, Dr Rawlinson had been appointed as the Chair of the FRC. Work was ongoing to recruit new independent members to the Board to fill the existing and forthcoming vacancies. Some possible candidates had been identified and the positions would also be advertised in local and specialist press. A small task group comprising the Chair, Deputy Chair, VC and the Clerk to the Board would be convened to undertake the shortlisting and selection process. A further update would be presented to the next meeting of the Board.

#### 3.3.3 Interim Review of Board Effectiveness

The Chair presented the report and action points arising from the interim review. The Chair thanked members for participating in the on-line survey of Board effectiveness over the summer. Overall the review found that the Board was performing effectively but that there were some specific areas where further work could be done and actions had been identified to take these forward. These included closer engagement between the Chairs of the FRC and the Audit, Risk & Governance Committee (ARG). Work would continue to improve the quality and timeliness of meeting papers. Elected staff representatives on the Board were invited to attend meetings of the FRC as non-participatory observers if they wished, but it was noted that certain agenda items relating to personnel or finance matters were restricted under the Articles of Government and would, therefore, have to be treated as reserved business. The survey had also revealed the need for further clarity of the relationship between the Board and Senate. In order to progress this, it was agreed that the pre-meeting dinner presentation for the April meeting would comprise a presentation on the Senate and Senate members would be invited to join the Board for the dinner.

**ACTION :** Arrange a pre-Board dinner presentation on the Senate and invite Senate members to join the Board for the dinner.

**ACTION BY:** Clerk/VC

#### 3.3.4 Any Other Matters

There were no other matters to report.

## **4 OPERATIONAL REPORTS & PROJECT UPDATES**

### **4.1 Financial Statements 2011/12 and Subsidiary Company Accounts**

- 4.1.1 The EDoFP presented the University's Financial Statements for 2011/12 for approval by the Board. These had already been considered in detail by both the FRC and ARG and a summary note was provided setting out the actions taken to address the comments made by the committees, and any amendments were highlighted in the document itself.
- 4.1.2 Mr Spragg (Chair, ARG Committee) confirmed that the ARG were content with Financial Statements. He drew members' attention to the increase in pension deficit shown on the balance sheet and suggested that this was likely to recur in future years. He also confirmed that the ARG were happy with the performance of both the internal and external auditors.
- 4.1.3 The University's Financial Statements for 2011/12 were approved and the Financial Statements 2011/12 for subsidiary companies BU Ltd and BU Innovations Ltd were noted.

### **4.2 Annual Accountability Return**

The EDoFP presented the Annual Accountability Return 2011/12 which incorporated the Annual monitoring returns, the annual reports of the internal and external auditors (including the management representation letter) and the annual Value for Money Report. The return was approved by the Board for submission to HEFCE.

### **4.3 Annual Report of the Audit, Risk & Governance Committee 2011/12**

- 4.3.1 Mr Spragg presented the Committee's annual report to the Board. He highlighted the revised format agreed for the risk register and the new expanded annual report on Value for Money which had a broader focus than simply procurement. He also highlighted the qualified opinion given by the internal auditors in their annual report. The qualified opinion was due to a failing which had been revealed in relation to the bank reconciliation process. The Committee had been disappointed by this but had also noted the measures in place to resolve the problem. The EDoFP also gave his assurance that this matter had now been addressed. The Chair thanked the ARG for their comprehensive report, which was noted by the Board.
- 4.3.2 A Board member asked for clarification of the related companies currently in existence. The COO explained that there were now three subsidiary companies (BU Ltd, BU Innovations and the BU Foundation, the latter now dormant) in addition to BU Enterprise. Two other subsidiary companies had been wound-up (SEEL and SCILS). BU Innovations and BU Ltd would be subject to review pending the resolution of an outstanding legacy issue. If their business focus subsequently changed then a revised business case would be presented to the Board. Members suggested that the Boards of these subsidiary companies should include Independent Members of the University Board and it was agreed to consider this further.

**ACTION:** Consider adding Independent Board Members to the boards of subsidiary companies.

**ACTION BY:** COO with the Clerk to the Board.

### **4.4 Financial Sustainability Report**

- 4.4.1 The EDoFP presented this report to the Board. This was the first report of its kind and it had arisen as a result of a new mandatory requirement from HEFCE. The report had been reviewed by the FRC at its meeting on 19 October, where committee members had sought further information on the Gearing ratio (in particular, on how that ratio was defined). It was suggested that Gearing would normally be an expression of Debt:Total assets, rather than Debt:net assets. The Board noted the paper and referred it back to

the FRC in its updated form for further consideration.

## **5 COMMITTEE REPORTS**

### **5.1 Audit, Risk & Governance Committee (26 October 2012)**

Mr Spragg presented the minutes for the Board's information. In addition to the issues covered elsewhere on the agenda, he alerted members to the fact that the Committee had increased the resources allocated to internal audit for 2012/13 from 104 days to 110 days. This would allow KCG to review both the Business School and the Media School as well as providing some coverage of Estates.

#### **5.1.1 Risk Register**

The DVC presented the Risk Register for the Board's information. He highlighted the amendments to the format of the register which included the movement of all 'red' risks to the first page for easy identification. All risks now mapped to the BU2018 Strategy. It was also intended to implement the recommendation of the internal auditors that very low risks need not be recorded in detail. Members noted the risk register and welcomed the improvements.

#### **5.1.2 Conflicts of Interest Policy Review**

The COO presented this summary which set out some minor amendments to the Conflicts of Interest Policy & Procedures arising from the review which had been undertaken following its first full year of operation. The amendments were approved by the Board.

#### **5.1.3 Review of Financial Regulations**

The EDoFP presented these amendments which had been presented to the ARG and agreed by the University Executive Team. It was noted that Legal Services would provide advice on any specific instances where Board approval would be required (in addition to those where the award of contracts was for successful bids over £500,000). The amendments were approved.

### **5.2 Finance & Resources Committee (19 October 2012)**

The minutes were noted.

#### **5.2.1 Management Accounts**

The management accounts for September were noted and it was also noted that the revised budgets would be included in the next set of accounts for October.

#### **5.2.2 Summary Financial Reports**

The reports were noted.

### **5.3 Development Funding Committee (19 October 2012)**

The COO presented the minutes and informed members that the Terms of Reference had been reviewed and amended to take account of the decision that a Development Advisory Board would not now be established, but that the Pro Chancellor would join the Committee membership as the representative of an informal network of University Champions. Ms House-Norman (Director of Development & Alumni Relations) had been appointed as the Director of the BU Foundation which continued to exist as a dormant company in order to receive any future legacies. The minutes were noted and it was agreed that Ms House-Norman should be invited to present to the January meeting of the Board on progress with the development of the fundraising strategy.

<b>ACTION</b> : Ms House-Norman to be invited to present to the January meeting of the Board.
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**ACTION BY:** COO and Clerk

5.3.4 Amended Terms of Reference

The amended Terms of Reference for the Development Funding Committee were approved.

**5.4 Remuneration Committee (5 July 2012)**

Mr Lee presented the minutes of the Committee which were being provided in their full form for the first time in order to ensure transparency and openness and included the figures for the agreed VC's salary and summary figures (by band) for other senior post holders. Members were reminded that this information was strictly confidential prior to publication in next year's financial statements.

**5.5 Senate (24 October 2012)**

The VC presented these minutes and explained that the subject of the Senate debate for this meeting had been Student Recruitment. Prof Rosser explained to members that a process of electronic pre-meetings took place for Senate. This allowed routine matters to be dealt with on-line, freeing-up time at the 'live' meetings for more detailed debate on important current topics. The minutes were noted.

5.5.1 Revised Terms of Reference

The amendments to the Senate Terms of Reference were noted.

**5.6 University Research Ethics Committee (3 October 2012)**

The PVC thanked Mr Francis, in his absence, for his services to the Committee. Mr Carter agreed to join the Committee in Mr Francis' place. The minutes were noted.

5.6.1 Review of Research Governance

The PVC presented the report and recommendations of the review of research governance for the Board's information. Members welcomed the recommendations and the new on-line ethical approval system and repository. It was noted that the terms of reference included the need for two independent board members in attendance. An additional member would be sought once new members had been recruited..

**6 ANY OTHER BUSINESS**

The Deputy Chair briefly updated members on developments following the final report of the Enterprise & Commercialisation Task Group. The enterprise strategy was progressing well and a number of enterprise activities would be showcased prior to the January Board dinner. However, there had still been no appointment to the role of Business Engagement Leader and work was being taken forward with the UET to address this. Members suggested that this must be a dedicated role and should not be split with another post on a part-time basis. Members also requested that an update on strategic Marketing and Communications be presented at a future Board meeting.

**ACTION :** Present an update on strategic marketing and communications at a future meeting.

**ACTION BY:** COO

**7 DATE OF NEXT MEETING**

The next meeting of the Board will take place on **Friday, 25 January 2013**, preceded by a dinner on the evening of **Thursday, 24 January 2013**.