



**Bournemouth
University**

CONFIRMED

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 15 February 2019

Present:	Prof R Conder	Independent Board Member (Chair)
	Mr J Andrews	Chief Operating Officer (COO)
	Mr Abdurasheed Adeyinka Balogun	President, Students' Union at Bournemouth University
	Mr N Beal	Independent Board Member
	Mr G Beards	Finance Director (FD)
	Mr A Brien	Independent Board Member
	Mr J Clark	Independent Board Member
	Mrs S Collins	Independent Board Member
	Miss A D'Abreo	Independent Board Member
	Mr S Jones	Independent Board Member
	Mr D Furniss	Independent Board Member
	Mrs J Lang	Independent Board Member (Deputy Chair)
	Prof T McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
	Ms P Peckham	Elected Professional & Support Staff Member
Mr D Pullen	Independent Board Member	
Prof T Rees	Elected Senate Member	
Dr C Shaw	Independent Board Member	
Prof J Vinney	Vice-Chancellor (VC)	
In Attendance:	Mr G Rayment	Corporate Governance & Committees Manager
	Ms D Wakely	Clerk to the University Board
Apologies:	Mr D Kane	Independent Board Member
	Mrs A Oloyede	Independent Board Member
	Mr D Skinner	Independent Board Member
	Ms C Troy	Independent Board Member

Declarations of Interest

Mr Beards, Professor McIntyre-Bhatty and Mr Clark are Directors of the University's subsidiary company BU Innovations Ltd. Mr Andrews is a member of the Board of the Dorset Local Enterprise Partnership. In respect of Item 4.7 (Disposal of Royal London House) Mr Jones is an employee of Savills but had no involvement in, or knowledge of, the selection of Savills to undertake this valuation and subsequent report.

Continuing Professional Development Presentation: Pensions

The FD gave a presentation on the University's pension schemes and pension liabilities. The presentation would be circulated to Members with the minutes of the meeting.

1 MINUTES OF THE PREVIOUS MEETING

1.1 Minutes of the University Board Meeting, 23 November 2018 [UB-1819-2-001]

18/082 The minutes were **approved** as an accurate record.

1.2 Matters Arising and Actions Register [UB-1819-2-002]

- 18/083 The Actions Register was **noted**. All actions had been completed, were dealt with under subsequent agenda items (below) or were in progress. For action 133 (Chapel Gate) the COO provided a verbal update and explained that negotiations were continuing and proposals for a subsidiary company would be presented to the Finance & Resources Committee (FRC) and the Audit, Risk & Governance Committee (ARG) before being presented to the Board for final approval. There had been some inaccurate local press coverage generated by one of the sports societies which currently used the Chapel Gate site and opposed the proposed purchase by the University. The University was continuing to correspond with them on this matter and the charity which owned the site was very clear that it had the legal right to dispose of the land.
- 18/084 There were two actions relating to the Students' Union and the SUBU President advised that Action 130 (Present the SUBU Code of Practice to the SUBU Board) had been completed on 13th February. He had been unable to contact the Head of Student Services to progress Action 134 (to discuss the induction programme for international students) to date. Finally the Chair advised members that, following on from the Board's delegation of authority to progress Pro Chancellor appointments, Dr Emma Egging and Dr Ann Abraham had both been appointed for 5-year terms.

2 CONTEXT SETTING AND UPDATE REPORTS

2.1 VC's BU Update Report [UB-1819-2-003]

- 18/085 The VC presented highlights of his update report. The Parliamentary review of the Teaching Excellence Framework (TEF) was continuing and a 'call for views' had been issued. The Independent Reviewer had requested that institutional responses be considered by governing bodies and the draft response, therefore, would be shared with the Board out of committee for comments by 25th February.
- 18/086 The VC summarised key external developments, including the recent approval of the rules governing accelerated degrees (although there were no current plans to introduce any accelerated programmes at BU). Media coverage relating to Higher Education had continued to be challenging with critical stories about the use of unconditional offers, grade inflation and senior remuneration. All of this was ahead of the outcomes from the Augar review of post-18 education which was expected to report in mid-February and would probably be followed by a consultation allowing Institutions to respond.
- 18/087 On community engagement, work was continuing on the merger of Poole, Christchurch and Bournemouth councils from 1st April, and also the merger of the NHS Foundation Trusts. The University had met with CEOs of the new local authorities and the merged NHS Trust and hoped to play a key role in helping to facilitate joined-up working.
- 18/088 The VC concluded his update by informing Members of new key staff appointments including Dr Richard Scullion as the new Executive Dean of the Faculty of Media and Communication. The next major recruitment exercise would be for a Dean of the Faculty of Management.

18/089 The VC's update report was **noted**.

2.2 SUBU Update Report [UB-1819-2-004]

18/090 The SUBU President presented highlights of his report. Work was progressing on arranging the forthcoming elections and the nomination period was now open, to be followed by the ballot in March. The Sports and Societies Festival and Refreshers Fair had taken place in February. A new 'Find a Housemate' initiative had been developed. Events focusing on wellbeing had included activities to support students during the stressful exam period and healthy eating initiatives. The 'Why is my curriculum white?' campaign had seen a lot of student engagement and would be followed by events exploring race, education, equality and social justice.

18/091 Members noted that the SUBU General Manger was due to retire later in the year and the SUBU President explained that the Sabbatical Officers would be working with a recruitment agency and the University (via the COO) to appoint a successor. The Chair welcomed the SUBU commitment, mentioned in the report, to continue to uphold its freedom of speech policy and not to shy away from the discussion of controversial topics.

18/092 The SUBU President's update report was **noted**.

2.3 Chair's Report

2.3.1 Board and Committee Memberships and Appointments [UB-1819-2-005, tabled]

Mr Jones withdrew from the meeting.

18/093 The Board **approved** Stuart Jones serving a second Board term of three years commencing 1st March 2019.

Mr Jones re-joined the meeting.

18/094 The Board **noted** that the Clerk would be seeking expressions of interest from independent Board Members who were interested in becoming a Director of BU Innovations Limited following the imminent departure of Mr Clark.

18/095 Subject to receipt of satisfactory references and due diligence checks, the Board **approved** the appointment of the following individuals:

18/096 *John Beswick* was appointed to the Board and Finance and Resources Committee with effect from 1st March 2019.

18/097 *Deborah Ward* was appointed to the Board and Remuneration Committee with effect from 1st March.

18/098 *Sarah Luder* was appointed to the Board and Audit Risk and Governance Committee with effect from 1st July 2019.

18/099 *Karima Fahmy* was appointed to the Board and Audit Risk and Governance Committee with effect from 1st July 2019.

18/100 Subject to the receipt of satisfactory references and due diligence checks, the Board **approved** the co-option of *Karl Hoods* to Finance and Resources Committee for a three-year period commencing 1st March 2019 and approved his appointment to the Board as soon as a vacancy arose.

18/101 Subject to receipt of satisfactory references and due diligence checks, the Board **approved** the appointment of *Yemi Oluseun* as BU's first Board Apprentice for a 12 month period commencing 16th February 2019.

2.3.2 Chair's Action, Written Resolutions and Use of the University Seal [UB-1819-2-006]

18/102 The Board **noted** the report.

2.3.3 Summary Report of Members' Development Reviews [UB-1819-2-007]

18/103 The Board **noted** the report.

2.3.4 Proposals for Interim Review of Board Effectiveness [Verbal report]

18/104 The Chair advised Members that proposals for a draft Effectiveness Review process and member survey would be considered by the ARG in March and it was hoped that the survey would be circulated to all Members for completion shortly afterwards. All members were encouraged to complete the anonymous survey which was an important tool in helping to ensure that the Board remained effective and aligned to BU2025.

18/105 The review would also consider Committee structures and will pick-up the point raised in the Development Funding Committee (DFC) minutes (item 5.4 on the agenda) about whether that Committee should be discontinued. The intention was to present a report with recommendations for consideration at the May 2019 Board meeting.

18/106 The Board **noted** the report.

3 STRATEGIC MATTERS

3.1 Key Performance Indicators [UB-1819-2-008]

18/107 The VC presented the KPI report. The report followed the framework agreed by the Board in July 2018 but the presentation had been reviewed and revised following the discussion at the previous meeting. The report had been updated to illustrate movements in the figures since the last report and the critical mass diagram had been revised to improve clarity. Key challenges included lower than expected student recruitment for 2018/19 (although finances had been managed to ensure that a surplus was still achieved). Support would also be needed to further enhance the RKE achievements for the Faculty of Science & Technology. The impending departmental structure changes would also impact on the continuity of some of the data (particularly critical mass and RKE income) and further commentary on this would be provided in future reports.

18/108 Members welcomed the additional information now provided with the Critical Mass infographic although some felt that it was not clear what the grey segments of the hexagons were intended to represent. Some Members proposed that a traffic light style report might better illustrate those areas which were particularly challenged or

required additional investment. The VC agreed to consider this but felt there was a risk that most indicators would show as 'amber', although they might be amber for different reasons hence the accompanying narrative information was important. It was also agreed that critical mass could not be considered in isolation but needed to be considered alongside other information such as RKE performance and academic staff profile.

18/109 Members agreed the need for a clear expression in the commentary of those areas where the Executive were comfortable or uncomfortable with the level of performance. They also questioned how the critical mass infographic would show retrograde movements (e.g. if an aligned professor left a department).

18/110 The VC agreed to consider these points and ensure that links were made clear in the narrative between the different graphics and data sets.

ACTION: To consider Members' comments in preparing the next Board KPI report.

Action by: VC

18/111 The Board **noted** the BU2025 KPI report

3.2 Accelerating Medical Science: Enabling Transformative Growth [UB-1819-2-009]

18/112 The DVC presented this report which set out the planned growth of medical science at the University. This included new programmes of research and knowledge exchange particularly in the area of healthy ageing, medical and biomedical science, physician associate studies, advanced practice and radiology, and the evolution of the University's partnership with the NHS through Dorset's Integrated Care System (ICS), with the aim of establishing a medical academy. The University was confident that it would be able to recruit to target for the new programmes such as biomedical science and had received huge support from the Dorset Clinical Commissioning Group so far in drawing-up the proposals.

18/113 Members supported the proposals which were in line with the BU2025 strategic goals. It was noted that the relevant research bids included European Regional Development Funding which prompted Members to ask about the possible risks associated with the UK departure from the EU. The DVC explained that the UK Guarantee Scheme protected the research awards to date although some had yet to be finalised so there did remain some risk to funding. Approximately 25% of the University's grant income was sourced from the EU and there was increasing competition for funding which was reflected in the KPIs. Although 25% was not insignificant the Executive Team did not feel that the University was over-exposed in terms of Brexit risk.

18/114 Members asked what communications had taken place with the NHS locally regarding the University's plans. The DVC agreed that engagement activity would be necessary and the COO added that he and the VC had met with the Chief Executive of the Acute Trust at the start of their merger process. The earliest viable date for Bachelor of Medicine and Bachelor of Surgery programmes to commence would not be until 2023 and conversations had begun with the General Medical Council. If 2023 was considered to be a viable date then it was likely that the Board would need to be engaged with a full business case during 2020.

18/115 The Board **endorsed** the proposals set out in the paper and noted that business cases would be presented to the University Board for scrutiny and approval as required.

3.3 Carbon Management Plan Annual Report [UB-1819-2-010]

18/116 The COO presented highlights of the CMP Annual Report which showed continued good progress towards the 40% reduction target. Some capital investments, such as the MRI scanner, would increase the risk of not meeting the target. Members asked how the University compared to the rest of the Sector and the COO said that BU was placed 11th in the most recent People & Planet University League Table.

18/117 The Board **noted** the Carbon Management Plan Annual report 2017-2018.

4 OPERATIONAL MATTERS

4.1 Proposals for Fee Delegations [UB-1819-2-011]

18/118 The Chair reminded the Board that any Members with an interest in relation to this item (family or other relations who are, or could be students impacted by the fee decisions for 2020/21 entry) would need to withdraw. Those Members who had previously declared family interests in relation to fees confirmed that those parties would not be impacted by fee decisions in relation to 2020/21 entry and it was agreed, therefore, that no members were required to withdraw.

18/119 The DVC introduced this paper and reiterated that the decision on undergraduate fees would not be delegated, just those decisions on fees set out in the table appended to the report (including post graduate and international fees).

18/120 The Board **approved** the delegations illustrated in Table 1, Section 5 of the paper. The Board also **noted** that for 2020/21, the University would need to submit an Access and Participation Plan (APP) prior to Board agreement of UK/EU undergraduate fees at the July Board meeting, but would not receive confirmation that the APP was acceptable until the end of October.

4.2 Tianjin University of Technology Partnership Proposal for a Joint Institute Business Case [UB-1819-2-012]

18/121 The COO presented this business case for an expansion of the existing relationship with Tianjin University of Technology (TUT), to establish a joint institute to generate income through student recruitment and impact through education and research. It was presented to the Board with the recommendation of the FRC.

18/122 The proposal was aligned to the BU2025 strategic aim to establish international partnerships and comprised a 10-year plan based on a joint TUT/BU Institute offering four full-time 4-year undergraduate programmes. Students would study the first three years at TUT and then have the option of completing the final year at BU. The latter would receive a BU degree only whilst those students studying all 4 years at TUT would receive a TUT degree only – there would be no double or dual degrees. The proposals were recommended to the Board by the Academic Standards & Education Committee (ASEC) who had considered the academic quality and standards aspects

and sought further information about the governance structures for the joint institute. This had subsequently been circulated to ASEC by e-mail and the Committee had confirmed its recommendation to the Board.

- 18/123 The joint institute would have to be compliant with Chinese regulations and the agreement subject to Chinese law. Mitigation was provided by the use of expert legal and tax advisers with offices in China.
- 18/124 [redacted].
- 18/125 [redacted]. The COO added that Universities UK continued to promote China as a collaborative partner. Overall there was broad agreement that the University should proceed with caution and ensure that robust governance arrangements were in place for regular reporting on all aspects, financial as well as academic matters. The Chair agreed that the Board would need to receive regular monitoring reports in addition to the annual report on higher risk partnerships, and that both ULT and ASEC would also need to maintain careful and regular oversight. Mitigation of some risks would be provided by implementing a detailed process of training and briefing for all staff travelling to China. The termination provisions in the agreements for exiting the arrangements if required were of particular importance in managing risk (although noting the inherent risk that they were all subject to Chinese law). UET oversight by participation in the Joint Institute governance structure would also be crucial in addressing and managing any issues if they arose.

ACTION: To report to the Board six monthly on progress in relation to the Joint Institute and all related academic and financial matters.

Action by: COO

- 18/126 The Board **approved** the business case to establish a Joint Institute at the Tianjin University of Technology the Chair having confirmed that all Members were content and none wished to dissent. The Board also **approved** delegated authority to the VC or in his absence the COO, to sign the Contract Authorisation Form and contract documentation associated with the Joint Institute.

4.3 HMS Invincible Project: Funding Agreement Variation (UB-1819-2-013]

- 18/127 The DVC introduced this paper which sought approval of a variation to a funding agreement previously approved by the Board in May 2017. The project was a collaboration with the Maritime Archaeology Sea Trust for the rescue excavation of the wreck of HMS Invincible. A project design variation had subsequently been issued by MAST to enable the BU academic team to conduct further dives over the summer of 2019. The variation did not alter the overall risk profile and the additional funding would slightly improve the overall cost recovery rate.
- 18/128 The Board **approved** the University's entry into a variation to the HMS Invincible Project Design Contract with the Maritime Archaeology Sea Trust for BU to receive an additional £[redacted] and for the contract to be extended to 31st May 2023. Approval was also given to delegate authority to sign the Variation to the DVC, or in his absence the FD.

4.4 National Institute for Health Research (NIHR) Grant Application and Delegated Authority [UB-1819-2-014]

- 18/129 The DVC presented this proposal for a second stage application for a project to consider the effectiveness of music therapy for hospice inpatients. The project cost was within budget and had an overall risk rating of low to medium.
- 18/130 The Board **approved** the second stage NIHR application led by BU to analyse the effectiveness of music therapy for hospice inpatients, with a Full Economic Cost (FEC) of £[redacted] and total project income of £[redacted].
- 18/131 The Board **delegated authority** for the DVC, or in his absence the FD, to sign the NIHR Research Contract and associated documentation (including the Collaboration Agreement between BU and its collaborators and any contract variations) subject to satisfactory completion of the Contract Authorisation Form process if the application was successful.

4.5 Christchurch House Laboratories Business Case [UB-1819-2-015]

- 18/132 The COO presented this business case which was recommended to the Board by the FRC. The redevelopment of Christchurch House was in line with the agreed Estates Development Framework (EDF) and the capital costs were within the agreed budget envelope. The project would provide accommodation for biological and biomedical sciences programmes as well as additional laboratory space.
- 18/133 The Board **approved** the funding up to £[redacted] inclusive of VAT and including the £[redacted] previously approved for the feasibility study, for the first phase of the redevelopment of Christchurch House. This element of the project is funded via the EDF capital budget.
- 18/134 In addition, the Board **approved** funding of £[redacted] inclusive of VAT for the purchase of the essential lab equipment as identified by the Faculty of Science and Technology and the Faculty of Health and Social Sciences in the course of validation process for the biomedical sciences programmes. The purchase of capital equipment was to be funded via the Non Estates/IT Capital and/or Strategic Investment Areas Budgets (to be determined by Finance) and was included in the BU2025 financial plans.
- 18/135 The Board **delegated authority** to the COO and in his absence the DVC to sign all contractual documentation relating to the above approvals. Where the seal was required the Board authorised specially by written resolution (appended to these minutes) that any two of the COO, the DVC, the FD and the VC could authenticate the application of the seal in relation to documentation executing the above approvals.

4.6 Studland House Reconfiguration Business Case [UB-1819-2-016]

- 18/136 The COO presented this business case which sought funding to reconfigure Studland House to accommodate professional & support staff and enable the University to exit from Melbury House. This was in line with the EDF. The FRC recommended the proposals to the Board but had sought further information on the professional fees for the project. This was included in the Board paper which confirmed that they had been reviewed and were considered reasonable, having been procured via a competitive

framework, and were consistent with other similar recent projects.

18/137 The Board **approved** funding up to £[redacted] inclusive of VAT, including £[redacted] already approved, for the reconfiguration and refurbishment of Studland House.

18/138 The Board **delegated authority** to the COO and in his absence the DVC to sign all contractual documentation relating to the above approvals. Where the seal was required the Board authorised specially by written resolution (appended to these minutes) that any two of the COO, the DVC, the FD and the VC could authenticate the application of the seal in relation to documentation executing the above approvals.

4.7 Disposal of Royal London House [UB-1819-2-017]

18/139 The COO introduced this report which was presented on the recommendation of the FRC. With the impending move of the Faculty of Health & Social Science to the Bournemouth Gateway Building, Royal London House had been identified for disinvestment as part of the EDF. The building had not been openly marketed but a favourable conditional offer had been received from Camirtec Limited. Savills had been commissioned to review the value of the property and their findings confirmed that the Camirtec offer represented good value. It was recognised in accepting this proposal that there was a funding risk in relation to the proposed purchaser although they had funded a planning application to date.

18/140 The Board **approved** the sale of Royal London House to Camirtec Limited in the sum of £[redacted], subject to the contract being finalised, in line with the Estates Development Framework.

18/141 The Board **approved** delegation of execution of the contract to the COO, or in his absence the VC.

4.8 Electricity Contract [UB-1819-2-018]

18/142 The FD presented this paper on the recommendation of the FRC. It proposed that the University move from a fixed price strategy for purchasing electricity to a flexible contract type, similar to that used to procure gas supplies. As award of the contract would not take place until the end of February, delegated authority was sought to award the contract to the East Shires Purchasing Organisation following their tendered offer from the 'Request for Quotation' procedure.

18/143 The Board **delegated authority** for the FD and the Head of Procurement to negotiate 2 ESPO flexible electricity supply contracts to run for 5 years in total from and including 1st October 2019.

18/144 The Board **delegated authority** for the FD, or in his absence the COO, to sign the new electricity supply contracts and the Contract Authorisation Forms.

5 COMMITTEE REPORTS

5.1 Finance & Resources Committee (25th January 2019) [UB-1819-2-019]

18/145 The Minutes were **noted**.

5.1.1 Management Accounts [UB-1819-2-020]

18/146 The Management Accounts were **noted**.

5.1.2 FRC Terms of Reference [UB-1819-2-021]

18/147 The FRC Terms of Reference were **approved**.

5.2 Remuneration Committee (5 October 2018 and 22 November 2018) [UB-1819-2-022]

18/148 The Chair reminded Board members that these minutes were presented without redaction as agreed by the Remuneration Committee, but they contained personal information and were strictly confidential to the Board Members and must not be shared or discussed outside of the Board membership. Minutes were published, but with some personal information redacted. The Minutes were **noted**.

5.2.1 Remuneration Committee Terms of Reference [UB-1819-2-023]

18/149 The Remuneration Committee Terms of Reference were **approved**.

5.3 Honorary Awards Committee (22 November 2018) [UB-1819-2-024]

18/150 The Minutes were **noted**.

5.3.1 HAC Terms of Reference [UB-1819-2-024]

18/151 The HAC Terms of Reference were **approved**.

5.3.2 Honorary Award Nomination Form & Guidance [UB-1819-2-024]

18/152 The Honorary Awards nomination form and guidance were **approved**.

5.4 Development Funding Committee [UB-1819-2-025]

18/153 The minutes were **noted**. The DFC Deputy Chair highlighted that the Committee had agreed that the question of the continued existence of the Committee should be raised with the Board. Since its inception the Committee had formulated policies and procedures relating to fundraising which were fit for purpose and it had effectively completed its objectives by overseeing the transition of funds from BU Foundation to BU and the expenditure. Its time was now largely focused on noting reports rather than decision-making. It was agreed to ask the Board to consider whether any outstanding responsibilities in respect of fundraising activity and governance might be dealt with by another Committee or by the Board itself. The Board Chair noted the proposal and agreed that it would be considered as part of the forthcoming Review of Board Effectiveness.

ACTION: Review of Board Effectiveness to consider the role of the Development Funding Committee.

Action by: Clerk to the Board/Chair of the Board

5.5 Senate (31st October 2018) [UB-1819-2-026]

18/154 The Minutes were **noted**.

6 ANY OTHER BUSINESS [Verbal reports]

18/155 The COO reported on the Council's planned roadworks to improve the flow of traffic on Wallisdown road which would impact on the Wallisdown recreation ground boundaries requiring variation to the existing lease to BU. Variations to leases and/or surrender and re-grant of leases required Board approval which may be necessary before the next Board meeting, in which case a written resolution would be circulated.

18/156 The Chair thanked outgoing Members **Jonathan Clark** and **Sheila Collins** for their excellent service to the Board over two terms of office.

7 DATE OF NEXT MEETING

18/157 The next Board Meeting would take place on **Friday, 10th May 2019 at 9.00am** in the Boardroom, Poole House and would be preceded by the Board Dinner on the evening of **Thursday 9th May 2019**.

Clerk to the University Board
February 2019

Approved as a true and accurate record:

..... Date:..... May 2019.....
Prof R Conder (Chair)

Appendix: Written Resolution (Minutes 18/135 and 18/138 refer)

**Resolution of Bournemouth University Higher Education Corporation
(the "Corporation")**

Pursuant to the Education Reform Act 1988 and the Corporation's Articles and Instrument of Government and the resolution dated 6 May 2016 regarding the application of the Corporation Seal, the following resolution was made unanimously at a meeting of the Corporation on 15 February 2019 (**Resolution**).

RESOLUTION

THAT

- (1) In addition to those persons authorised to authenticate the application of the seal by the resolution dated 6 May 2016 the following persons shall be authorised to authenticate the application of the Corporation Seal by their signature specifically for all contracts and deeds executing the Christchurch House Labs Phase 1 Project and/or the Studland House Reconfiguration Project both as approved by the Board on 15 February 2019:

any two of the Chief Operating Officer, the Deputy Vice-Chancellor, the Finance Director and the Vice-Chancellor.

SEAL

Evidenced by the affixing of the common seal of Bournemouth University Higher Education Corporation in the presence of:

Name: Richard Condon Richard Condon
Chair of the Board of Governors

Signature: Richard Condon

Date: 15th February 2019

Name: Sean Lang
Board Member

Signature: Sean Lang

Date: 15th February 2019

