

## **University Board Meeting**

Minutes of a meeting held on 12 July 2024

### **Members Present**

David Furniss (Chair)	Chair of the University Board
David Crosby	Independent Board Member
Chike Dike	President, Students' Union Bournemouth University
Karima Fahmy (Deputy Chair)	Independent Board Member
Maggie Frost	Independent Board Member
Simon Jackson	Independent Board Member
Stuart Jones	Independent Board Member
Sara Luder	Independent Board Member
Joyce Napa	Staff Member, Professional and Support Services
Jo Pretty	Independent Board Member
David Smith	Independent Board Member
Susie Reynell	Finance Director (FD)
Dr Carly Stewart	Staff Member, Senate
Prof John Vinney	Vice-Chancellor (VC)
Deborah Warman	Independent Board Member
Robert Williams	Independent Board Member

### **In attendance**

Esther Isaiah (SUBU President Elect); Prof Keith Phalp (Pro Vice-Chancellor, Education and Quality) (PVC E&Q); Dr Shelley Thompson (Pro Vice-Chancellor, Student Experience (PVC SE)); Deborah Wakely (Clerk to the Board); Prof Phil Sewell (Director of Apprenticeships and Skills for item 4.1), Karen Parker (Director of HR (DHR), for items 5.1)

### **Meeting minutes**

#### **1. Welcome, Apologies and Declarations of Interests (Chair)**

23/282 The Chair welcome the new SUBU President elect, Esther Isaiah who joined the meeting as an observer. Apologies were noted from Prof Farquharson, Mr Golding, Mr Hoods, Mr Murphy and Mr Andrews. The Chair confirmed that the meeting was quorate and there were no new or relevant declarations of interest other than the individual member appointments at Item 3.3.2 and the decisions relating to SUBU at items 5.2 and 5.5.

#### **2. Minutes of the Previous Meeting**

##### **2.1. Minutes of the University Board Meeting, 24 May 2024 (Chair)**

23/283 The minutes of the previous meeting were **approved** as an accurate record.

## 2.2. Matters Arising and Actions Register (Chair)

23/284 The Actions Register was noted with most actions being covered under the main agenda items (below) or not yet due. On action 230 (Consider how student services and support could be better highlighted to the Board throughout the year), Dr Thompson advised that this would be covered in VC updates (via a new subsection in the report) as well as student voice matters being reported to the Board from the Student Experience, Quality & Standards Committee (SQS).

**Action:** Future VC Update Reports to include a section on student services and support.

**Action by:** VC/PVC (Student Experience)

23/285 On the timing for Action 241 (Forward the outcome of the Education Committee's review of the process of oversight of delivery partners to the Board), Prof Phalp advised that a new process of partnership review was being established and would be put to the next Education Committee meeting in the Autumn, so it should be ready to share with the Board November 2024. Action 242 (Risk discussion) would be picked up under agenda item 7.1.3, where additional time had been set-aside for discussion.

## 3. Context Setting, Updates and Chair's Reports

### 3.1. VC's BU Update Report (VC)

23/286 The VC summarised the relevant Government Ministerial appointments following the general election. The OfS Chair had also stood down and an announcement was awaited regarding the successor. On league tables, the University was placed joint 39th in the global Times Higher Education Impact Rankings 2024. The Turing Bid approved by the Board previously, had been unsuccessful meaning that there would be no funding for student mobility in the 2024/25 academic year. Work was ongoing to assess the full impact of this and the University was confident that it would be able to appeal the decision. Dr Crosby asked why the University was confident that it would succeed at appeal, given that this was not often the case with other funders. The VC explained that the bid had been awarded to BU in previous years (under the previous scheme administration) and the University was aware of others who had successfully appealed. If not, it would be necessary to consider managing some posts out and looking at other options for students.

23/287 Dr Thompson provided an overview of the recently published National Student Survey (NSS) results. There was no longer an 'overall satisfaction' question included in the survey and the results provided a mixed picture. There were gains on 'organisation and management' in the sector, but BU remained behind the benchmarks in some areas. Local decisions on the Covid pandemic would have affected this cohort of students and that may have influenced some of the scores. Scores had increased on the clarity of marking criteria, timeliness of feedback and the students' union. A summary report would be circulated once the fuller analysis had been completed.

**Action:** Circulate a summary report on the NSS results once the detailed analysis had been completed.

**Action by:** PVC (SE)

23/288 Members asked if the results would have a negative impact on clearing, but the VC responded that they had never impacted on student recruitment. Members also asked if the University was seeing any changes in conversion rate trends and the VC said that more students were entering the clearing process direct and were not therefore included in the conversion data. The FD added that it was possible to extrapolate data on the basis of the previous year, which was typical of the Sector. Members asked about the strategy adopted for clearing and how standards were maintained. The VC explained that this was closely monitored throughout the clearing process, which the Chair was able to endorse having attended and observed clearing the previous

year. The Board discussed the use of marketing agencies to support student recruitment and the view of the leadership was that they provided good value for money, although it was noted that there had been a big uplift in spend last year. The PVC (SE) agreed to ask the Director of Marketing & Communications to provide a short briefing note on return on investment for marketing agency spend to share with the Board.

**Action:** Ask the Director of Marketing and Communications to provide a briefing note on the use of marketing agents and the return on investment.

**Action by:** Dr Thompson (PVC(SE))

### 3.2. SUBU President's Report (SUBU President)

23/289 The SUBU President introduced his report and thanked those present who had been able to attend the 11<sup>th</sup> July event to the launch the SUBU Impact Report and share the findings of the 2021-2024 Strategic Plan review, celebrate SUBU's impact on students and share the new strategic priorities for the next academic year. Any Members wishing to have a copy of the Impact Report were welcome to request one via the Clerk to the Board's office. Members noted an event SUBU had arranged for parents and carers and asked if there were many of these among the student body. Mr Dike explained that there were, particularly among Health & Social Sciences students, and he gave details of the support provided. On the 'Student Voice' aspects of the NSS results, he informed the Board of the work being undertaken with student representatives and feedback mechanisms. The report was **noted**.

### 3.3. Chair's Reports

#### 3.3.1. Chair's Action, Written Resolutions, Use of the University Seal, Contracts signed and Previous Approvals (Chair)

23/290 The report was **noted**, with the Chair adding that the Addendum to the Memorandum of Understanding (IMIV Facilities) (see Board Meeting, 24<sup>th</sup> May 2024) had now been signed on behalf of both BUCB and the Board.

#### 3.3.2. Board, Committee and Related Company Appointments (Chair/Clerk)

23/291 The Chair informed the Board that the Nominations Committee had met in June and considered member succession planning in order to address the turnover in membership due to take place in 2025 and address recent vacancies arising. As a result a number of appointments were proposed and approved by the Board as follows:

*Mrs Fahmy withdrew from the meeting.*

23/292 The Board **approved** the re-appointment of Karima Fahmy as Board Deputy Chair from the end of her current term on 1 December 2025, for an additional year, to 1 December 2026, and to continue as Chair of ARG. This would help provide continuity during the transition to the new VC and new Board Chair.

*Mrs Fahmy re-joined the meeting and Mrs Pretty withdrew.*

23/293 The Board **approved** the appointment of Independent Board Member Jo Pretty to the Chair of the Student Experience, Quality and Standards Committee (SQS), with immediate effect for a term to run concurrent with her term on the Board. This would provide additional expertise relevant to the Committee's work and also succession ahead of the current Chair's departure next year.

*Mrs Pretty re-joined the meeting.*

23/294 The Board **approved** the appointment of Nick Frost to the University Board for an initial term of 3 years from 1 August 2024, and to continue as a member of ARG.

23/295 The Board **approved** the re-appointment of independent member Karl Hoods for a third term of three years, commencing from the end of his second term on 20 March 2025. Karl to continue on Finance & Resources Committee (FRC), Remuneration Committee and as Director of BU Innovations Ltd.

23/296 The Board **approved** the appointment of Claire Jepras to the Remuneration Committee as a co-opted independent member, initially for a term to 22 January 2027 (concurrent with her term on FRC).

23/297 The Board **approved** the appointment of Dr Alan Kirkpatrick (Senate member) to the Honorary Awards Committee for a 3 year term from 13 July 2024 to 12 July 2027 or until his term on Senate ends if sooner.

23/298 Appointments to related company roles were **approved** as follows (all from 1 September):

*Mrs Reynell withdrew from the meeting*

- Chair and Director of BU Community Business Ltd – Susie Reynell for a term of 12 months.

*Mrs Reynell re-joined the meeting and Prof Phalp withdrew.*

- Nominated Officer for BU Community Business Ltd – Prof Keith Phalp, for a term of 12 months.
- Nominated Officer for BU Innovations Ltd – Prof Keith Phalp
- Nominated Officer Wessex Health Partnership – Prof Keith Phalp
- Nominated Officer Health Innovation Wessex – Prof Keith Phalp
- Director of Dorset LEP, BU Representative on the Board – Prof Keith Phalp

*Prof Phalp re-joined the meeting and Dr Thompson withdrew.*

- Director of BU Innovations Limited – Dr Shelley Thompson

*Dr Thompson re-joined the meeting.*

- Nominated Officer for BU Foundation Ltd (dormant) – Interim COO

23/299 The Board **approved** the appointment of the, yet to be appointed, Interim Chief Operating Officer as Nominated Officer for the BU Foundations (dormant), subject to the approval by the Remuneration Committee of the terms of employment and remuneration of the successful candidate.

23/300 Members requested a short briefing note summarising the various Board members' biographies and committee/company memberships.

**Action:** Circulate a summary briefing note on the membership to the Board.

**Action by:** Clerk to the Board

## 4. Strategic Matters

### 4.1. Apprenticeships Update (PVC)

23/301 Prof Sewell (Director of Apprenticeships & Skills) joined the meeting for this item and updated the Board on the positive outcome of the recent OfSted inspection. OfSted had awarded the University 'Outstanding' for all criteria and for overall effectiveness. No development points were identified and the inspectors were pleased with the levels of organisation and governance. A plan was being developed with Marketing & Communications for a related communications and a

promotional campaign. Further apprenticeship programmes were now planned for development. These included social work, midwifery, biomedical science, digital marketing and accounting and financial management. All were level 6 apprenticeships and linked to areas where there were local skills gaps. A joint programme on cyber security technical professional standard was also being taken forward with Bournemouth & Poole College.

23/302 Members asked what student numbers were expected on apprenticeships come September 2025, and Prof Sewell provided a breakdown of the estimated numbers for the new and existing courses. Noting that the University was effectively doubling its provision in this area, Mr Williams suggested it might be worth considering how this fit into the organisational structure, and the Chair agreed apprenticeships provision would need to form part of the strategic review. Members also suggested that employer engagement was significant and might feature in the communications plan. Members **noted** the report and congratulated Prof Sewell and all involved on this outstanding result.

## 4.2. Key Performance Indicators (VC)

### 4.2.1. KPI Report

23/303 The VC explained that the current KPI report presented a stable picture and invited questions from Members. Dr Crosby noted the Times Higher Education Young University Rankings 2024 showed a drop of 54 places from 41st in 2023 for BU. This was explained in the report as being due to significant updates being made to the world rankings methodology for 2024 (which informed the young university rankings). The VC confirmed this was the case and said it was due to a changed methodology and changes to the weighting of the categories. Prior to this change, BU had been slowly improving its ranking over recent years. The Board **noted** the report.

### 4.2.2. Initial Scoping of KPIs for next strategic period

23/304 The FD presented this report which set out initial proposals for a KPI framework for the next strategic period. In summary, different sets of metrics would be presented to different Committees and not all would come on to the full Board. The proposed approach was set out in the paper and included a set of Board level KPIs limited to 12 measures initially, with others possibly being added later. FRC and SQS committees would also monitor sub-sets of around 12 PIs. KPIs would be presented with reference to prior year values, four-year trends and target/budget comparators, where appropriate. On financial sustainability, liquidity days would be measured rather than cash days.

23/305 Members considered the initial proposal and commented as follows:

- Proposals would need to go through the relevant committees before final approval.
- There would be a maximum of 20 Board KPIs.
- The improved format and dashboard style presentation was welcomed.
- Could sector/peer group benchmarks be included where available (e.g. continuation rates)? (The FD agreed this would be possible where available, possibly with some caveats).
- Additional areas to consider for the Board KPI report
  - People and culture,
  - student satisfaction,
  - student outcomes,
  - knowledge exchange
  - staff vacancies and staff satisfaction (as this correlates to student experience)

- a metric on apprenticeships under Education & Quality, such as quality achievement rates.
- A view on capital / unreserved income needed to give the Board clarity on solvency.

23/306 The Chair invited Members to submit any further comments direct to the FD for consideration and consultation with the FRC and SQS Chairs as appropriate.

## **5. Financial, Operational and Governance Matters**

### **5.1. Update on Final Voluntary Severance Scheme (VSS) Position (DHR)**

23/307 The Director of HR joined the meeting and provided an update on the VSS, noting that FRC had also received progress reports. The scheme had run from February to April and resulted in a big response from staff. There had been [Redacted] approved applications with [Redacted] offers accepted so far. [Redacted] of these were Professional & Support Staff and the remainder academics. An equality impact assessment was currently being undertaken.

23/308 Members discussed whether the Scheme had met its targets [Redacted]. The Board **noted** the update report and thanked the DHR and team for their work on the successful VSS outcome.

### **5.2. Draft University Budget 2024/25 and Indicative Budgets for 2025/26 through to 2028/29 (FD)**

23/309 The Chair recapped the key decisions being sought from the Board and invited the FD to introduce the draft budget. The FD highlighted the changes made to the draft since the FRC had considered it at its meeting in June. She set out the context and factors which influenced the preparation of the budget. These included the ongoing high inflation impact on costs and falling student numbers. The biggest challenge continued to be managing staff costs if student income remained the same, and the strategic implications. Some vacancies were currently being held until the picture became clearer in September. The University remained on target for its 2023/24 results (not counting the VSS).

23/310 Key risks were set out in the paper, including costs which could be incurred in the event of a student accommodation void. The cash position remained strong and there was scope to review whether the Revolving Credit Facility (RCF) might not be needed, but the FRC had agreed to defer that decision given the comfort provided by the RCF during the ongoing uncertainties. A placeholder was included for capital but no spend was planned beyond 2024/25. A sensitivity analysis was also provided as requested by FRC.

23/311 The Chair of FRC (Mr Williams) gave an overview of the detailed discussion which had taken place at the June FRC meeting (the minutes of which were included in the papers for the Board meeting). A number of risks still existed but opportunities for cost savings were recognised and organisational structure could be reviewed as part of the ongoing strategic planning. [Redacted]. The FRC had recommended the budget to the Board for approval, whilst noting the significant uncertainties in the years ahead. Approval also included the proposed increase in the subsidy for BU Community Business Ltd, but with the expectation that this would reduce from 2024/25 onwards.

23/312 Mr Jones added that, in discussing the RCF, the Committee had considered the attitude of lenders to the Sector and the need for this to form part of the conversation when looking at whether to discontinue the facility. The FD explained the current funding structure and advised that no re-financing was required currently, as long as no covenants were at risk of being breached. On staffing, Dr Stewart noted the key risk in the paper 'Inability of the remaining staff base to absorb the impact of VSS applications released in July 2024'. There was a perception among staff that they would not be able to do this, leading to a risk of incurring part-time hourly paid (PTHP) staff costs to

address any gaps. The FD responded that VSS applications had been carefully considered and agreed with the managers involved and overall had been received positively. If any issues did arise they would be addressed by looking at alternatives, such as different methods of delivery, but not through the use of PTHP staff.

23/313 The Chair asked for further explanation of Appendix 8 to the paper. The FD explained that this provided a 5 year forecast risk and unrestricted reserves analysis and the capital to cover each of the risk factors and provided examples. The SUBU President noted the [Redacted]% reduction in the SUBU grant and felt that this was also a key risk, given that engagement with students had increased despite falling recruitment numbers.

23/314 The Board **approved** the University Budget for 2024/25 and noted the 2025/26 through to 2028/29 indicative envelopes.

23/315 The Board **approved** the BUCB subsidy of £[Redacted]

*Mr Dike (SUBU President) and Ms Isaiah (President Elect) withdrew from the meeting.*

23/316 The Board **approved** of the reduction in SUBU grant by [Redacted], whilst recognising the SUBU President's concerns but understanding that there was little choice given the current financial challenges facing the University.

*Mr Dike (SUBU President) and Ms Isaiah (President Elect) re-joined the meeting.*

### **5.3. Reserves (FD)**

#### **5.3.1. Reserves Policy Annual Review**

23/317 The FD presented the proposed amendments to the Reserves Policy, which were presented on the recommendation of FRC. Some elements had moved into the Treasury Management Policy (presented separately below, also following consideration by FRC). The liquidity (rather than cash) target was 110 days and reserve level of 2 years' worth of financial risk was set out for the level of cash and investments that needs to be held in unrestricted reserves.

23/318 The ARG Chair suggested additional text be added to the Policy explaining the University's charitable status and the impact of that on requirements around sustainability and solvency. The FD agreed to add this.

**Action:** Add additional context to the Reserves Policy explaining the implications of the University's charitable status.

**Action by:** FD

23/319 The Reserves Policy was **approved** subject to the amendment above.

#### **5.3.2. Treasury Management Policy Annual Review**

23/320 The Treasury Management Policy had been amended to reflect a change in approach and include professionally managed investments (not cash, but readily available). FRC had agreed this approach and a move from low risk to potentially medium risk investments but with an addition to the Policy to state that there was no appetite for high-risk investments. Members asked if this meant freely readily available and the FD explained that this meant funds released within 3 days, but there would probably be some form of redemption fee. The objective, however, would be to work to ensure that the funds were never required at such short notice. Controls would be in place to monitor the investments and maturity dates and Mr Williams added that he would also expect FRC to oversee the Investment Strategy.

23/321 Members discussed whether additional investment expertise or an Investment Committee

would be required. The FD explained that she did not expect there to be a big enough level of transactions to warrant an Investment Committee and that any investments would be quite 'vanilla' in nature rather than anything more exotic requiring specialist advice. The Chair agreed that FRC may need to acquire more specialist investment expertise on its membership depending on the type of investment risk.

23/322 The Board **approved** the Treasury Management Policy, noting that any decisions on the investment strategy would be considered by FRC and the Board as appropriate.

#### **5.4. Scheme of Delegation (VC/Clerk to the Board)**

23/323 The updated Scheme of Delegation was taken as read and **approved**.

#### **5.5. Amendments to SUBU By-laws (Chair of ARG/Clerk)**

23/324 The Chair introduced this minor amendment to the By-laws to enact the removal of the Sumit Chair as a separate Part Time Officer role, instead assigning the duties to a non Full Time Officer of the Executive Committee. ARG had considered the amendment and had no concerns.

*Mr Dike and Ms Isaiah withdrew from the meeting.*

23/325 The Board **approved** the SUBU by-laws.

*Mr Dike and Ms Isaiah withdrew rejoined the meeting.*

#### **5.6. Student Complaints and Appeals Annual Report (PVC)**

23/326 The Chair informed the Board that this report was presented following consideration by the Student Experience, Quality & Standards Committee (SQS), but noting that meeting had been inquorate. SQS had noted the rise in the proportion of Upheld or Partially Upheld appeals and requested further information.

23/327 Prof Phalp introduced the report and explained that more than two-thirds of appeals arose from exceptional circumstances, which could not be raised in advance. Work was being undertaken with complaint handlers to ensure that a reasonable approach was taken, recognising that some circumstances could be very complex. This may have resulted in an increase in cases, but for positive reasons. Mr Williams noted that the increased numbers and complexity of appeals would probably require increased resources and it was agreed that this was an issue across the board, not just for appeals (for example, cost of living challenges for students). The new CMS system would help to manage cases effectively.

23/328 Ms Pretty said that an increase was being seen across the Sector in support for social and emotional needs. Was there an increase in students taking a break from their studies as a result of this? Prof Phalp thought that there was no increase currently and that they would work to identify issues and avoid this where possible. The numbers of withdrawals had fallen. Dr Thompson advised that there was a framework in place to support those returning to study, and also flagged some of the work being taken forward under the Access & Participation Plan. The Board **noted** the report.

#### **5.7. Student Outcomes including Degree Outcomes Statement (PVC)**

23/329 Prof Phalp introduced this report, following its consideration at SQS, and set out the context of historical concerns from OfS about grade inflation. The data informing the report was from 2022/23 and showed a fall in the numbers of higher award classifications. The Board **approved** the Degree Outcomes Statement.

### **6. Business Cases**

## 6.1. NIHR Grant Award Acceptance (PVC)

23/329 The Board welcomed this successful grant bid and congratulated those involved. The Board gave **approval** to accept and sign a pending Collaboration Agreement for the NIHR-awarded project: Inspiring Students into Research (INSIGHT). If accepted, the project would provide income to BU of [Redacted].

23/330 The Board **delegated** authority for the Pro Vice-Chancellor (or in his absence, the Vice-Chancellor or Chief Operating Officer or Associate Pro-Vice-Chancellor) to sign the Contract Authorisation Form, the pending Collaboration Agreement and other documentation relating to the project, subject to satisfactory completion of the Contract Authorisation Form process.

## 7. Committee Reports

### 7.1. Finance & Resources Committee (14 June 2024) (Chair of FRC)

23/331 The minutes were **noted**.

#### 7.1.1. Management Accounts and Cashflow (FD)

23/332 The management accounts were **noted**.

### 7.2. Audit, Risk and Governance Committee

23/333 The minutes of the Committee's June meeting were not yet available but the Chair summarised the key items taken at the meeting, including audit reports and the proposed audit plan for 2024/25, SUBU items, various policies and the outcomes of the ARG effectiveness review, and the data returns report. The process and sub-committee membership were also agreed to take forward the procurement of a new external audit contract. The Risk Register was considered and shared with the Board (below).

#### 7.2.1. Risk Register (FD)

23/334 The Chair reminded members that an action had been agreed (no. 242) to provide time for greater consideration of the Risk Register at a future Board meeting. Additional time had been allowed at this meeting and Members were invited to raise questions and comments. The FD added that currently risk management was still aligned to the BU2025 strategy and objectives. Key points arising from the discussion were as follows:

- Student recruitment was a key risk, but could benefit from being brought to fore rather than buried in the narrative. Others agreed with the FD that student recruitment was a theme which cut across all risks, rather than being a stand-alone risk.
- It was important not to lose any key risks in the transition to the new strategic plan.
- Artificial Intelligence was a key risk (as well as an opportunity) and should be more prominent (or identified as a cross-cutting theme).
- Consider how the Board could stay abreast of the pace and volume of change (e.g. changes to the curriculum). Perhaps more direct reporting to the Board, such as an annual report on how the portfolio was changing.
- On P&R5 (There is a risk that the University is unable to maintain financial sustainability) – how does the University put money aside against these items? FD explained that it informed the budgeting process and Chair reflected that perhaps a quantification was

needed and linked to the Reserves Policy.

### 7.2.2. ARG Terms of Reference (Chair of ARG)

23/335 The Terms of Reference were **approved**.

### 7.3. Nominations Committee Terms of Reference (Chair)

23/336 The Terms of Reference were **approved**.

## 8. Any Other Business (Chair)

23/337 The Chair advised members that in May 2021 the Board approved the [Redacted] Business Case to enable implementation of a new Microsoft 365 licensing model. Approval would be needed out-of-meeting for a new [Redacted] contract for Microsoft provision at BU at a total cost of [Redacted] and delegation on behalf of the Board to any 2 members of UET to sign the contract and any associated documentation. Given the timing, the Board **delegated** authority to the Board Chair, FRC Chair and VC to approve contract business case via email circulation.

23/338 The Board also previously approved the business case for the Strategic Web Delivery project: Replacing, maintaining and optimising the BU website. This was approved by the Board in November 22 without any specific signatory delegations. Given that this would need to be signed over the Summer, the Board **delegated** authority for a member of UET to sign the contract.

23/339 In light of the forthcoming departure of the Chief Operating Officer, the Board gave **approval** for policy owners to update those policies that needed Board or ARG approval to correct the responsible postholders to align to the COO succession plan, as these updates needed to happen over the Summer. ARG would have visibility of the detail of this handover plan which would be circulated to ARG members following the Board meeting as agreed with the Chair of ARG and the VC.

23/340 The FD explained that work was ongoing to prepare the Financial Statements, including a revised format and content for the front-end narrative sections. It was **agreed** that a draft would be circulated to members for comment by the end of August, prior to drafts being considered formally by ARG and FRC.

23/341 The Chair reminded members that the graduation ceremonies would take place in the first week of November and the Deputy Chair would again work with the Governance Team to coordinate Board member attendance.

23/342 Finally, the Chair thanked both the outgoing SUBU President and the Vice-Chancellor for their contributions to the work of the Board and the University.

## 9. Date of Next Meetings

Friday 20 September 2024, 9.30am

Friday 29 November 2024, 9.30am