**CONFIRMED** Redacted for publication

**University Board Meeting**
Minutes of a meeting held on 23 May 2025

**Members Present**

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| David Furniss (Chair) | Chair of the University Board |
| Karima Fahmy (Deputy Chair) | Independent Board Member |
| Dr David Crosby | Independent Board Member |
| Esther Chinenye Isaiah | President, Students' Union Bournemouth University |
| Prof Lois Farquharson | Academic Staff Board Member |
| Maggie Frost | Independent Board Member |
| Nick Frost | Independent Board Member |
| Prof Alison Honour | Vice-Chancellor (VC) |
| Karl Hoods | Independent Board Member |
| Joe Jones | Independent Board Member (via MS Teams) |
| Sara Luder | Independent Board Member |
| Joyce Napa | Professional Services Staff Board Member |
| Joanne Pretty | Independent Board Member |
| Paul Shearer | Independent Board Member |
| Dr Carly Stewart | Senate Board Member |
| Deborah Warman | Independent Board Member |
| Robert Williams | Independent Board Member |
| Toby Wright | Independent Board Member |

**In attendance**
Normi Cadavieco (The Good Governance Institute, observing); Kimberly Downton (Acting Clerk to the Board); Judi Roberts (Head of Financial Planning [HFP]).

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

24/156 The Chair welcomed new independent members Joe Jones, Paul Shearer and Toby Wright to their first meeting of the Board. Apologies were received from David Smith, Simon Jackson, Susie Reynell and Jon Price (Interim Chief Operating Officer). The Chair welcomed Judi Roberts (Head of Financial Planning) who was in attendance deputising for the Finance Director. The Chair thanked the former Clerk to the Board Deborah Wakely who had resigned from the University and welcomed Kimberly Downton who had taken up the role of Acting Clerk to the Board. The Chair confirmed that the meeting was quorate.

## 2. Minutes of the Previous Meeting

### 2.1. Minutes of the University Board Meeting, 7 February 2025 (Chair)

24/157 The Chair noted that some Members had received a redacted set of the previous minutes due to the confidential reserved business discussed at that meeting.  On Minute 24/123, "...the VC indicated that she would expect to provide 2-3 page updates every 2-3 weeks, on milestones..." it was noted that the Board had agreed that updates would be provided monthly unless there was any material change and/or anything urgent to report.   The minutes were **approved** as an accurate record.

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

24/158 The Board agreed that action 212 (Bring to the Board a reflective paper on the detail of the challenges and performance of BU2025 in the last 6 months of the current plan period) could be closed as the current strategic discussions had now moved on.  Other actions were completed, ongoing, or picked up under the main agenda items (below).

## 3.  Context Setting and Chair's Reports

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

24/159 The VC provided an overview of key activities since the previous meeting.  External engagement continued in addition to business as usual activity, as detailed in the report.  The BCP innovation Cluster Workshop was hosted at BU in April and attended by senior representatives from TVT, Wessex Health, Nuffield Health and UHD among others. Discussions regarding TVT innovation quarter were progressing along with engagement with TVT on BU leased properties.

24/160   An interim appointment had been made to the Strategic Lead for Global Engagement role.  The National Student Survey (NSS) had closed with results due on 9th July.  BU's response rate had improved by 1.4% to 73.12%, but missed the 75% target.  OfS updates included the outcomes of the OfS investigation into freedom of speech issues raised at Sussex University, leading to breaches of OfS conditions (as detailed in the report).  BU's relevant policies had been reviewed and contained none of the elements in the Sussex policies.  The report also set out details of the new OfS condition of registration E6 relating to harassment and/or sexual misconduct.  In response the UET had taken the decision to update the BU policy to prohibit intimate relationships between staff and students with exceptions that can be considered. This will require staff and students to disclose their relationships, and was in line with other HEI's recently changed policies.  The update on OfS Reportable Events was noted, with further updates having been submitted on the status of the financial recovery plan and possible redundancies.

24/161 In terms of ongoing challenges the VC said that the need to work at pace and remove costs continued to be challenging, particularly given the depleted UET.  The VC noted that she has kept the Chair abreast of all issues as they have arisen but wanted now to share the detail with the full Board.  [Redacted]

24/162  The Chair invited questions from Members and emphasised the responsibilities of the Board in focusing on financial sustainability, protecting the interests of students and ensuring the successful implementation of the restructuring plan.   The Deputy Chair asked how the relationships with the Unions were being managed.  The VC explained that she had sought to work in an open and transparent manor with the Unions to achieve a resolution, providing full responses to all of the areas of dispute.

24/163  Members discussed the issues raised and the extent to which there had been full transparency with the Board at a sufficiently early stage.  Members asked if an investigation had been undertaken into how the errors relating to publication of the first phase consultation document had occurred and the VC confirmed that a detailed review had taken place concluding that the issue was a result of human error within the HR Team (largely due to a lack of expertise in publishing SharePoint documents and effective version control).  These had been addressed and there had been no similar issues with subsequent consultation phases.  BU UCU had, today, issued its formal response to the Phase One consultation and it was agreed that this would be shared with the Board.  A Member noted a concern that there was a common message coming from various sources in and around the University that the restructuring process is not being run well and the critical question now was how to turn this around.

**Action**: Circulate the BU UCU response to the Phase One consultation with Board members.
**Action by**: Acting Clerk to the Board

24/164 The VC offered to withdraw from the meeting to allow the Board to discuss the issues and to enable staff Board members to contribute freely.

*Prof Honour withdrew from the meeting.*

24/164  [Redacted]

*Staff members and attendees withdrew from the meeting (Prof Farquharson, Dr Stewart, Ms Napa and Ms Roberts).*

24/165 [Redacted]

24/166  [Redacted]

*The VC, staff members and attendees re-joined the meeting.*

24/167  The Chair reported back to Members on the outcomes of the reserved discussion and advised that the strategic plan discussion would be deferred.  If necessary, further extraordinary meetings (via Teams) would be convened to consider progress.  The staff Board members confirmed that they were comfortable with the proposed actions.

24/168 In summary, the Board agreed the following key actions:

- VC to draft a short, vision statement – to be agreed by the Board – to help set the direction for the organisation, post-restructuring, and to excite students and staff as to why they want to be a part of BU going forward.

- VC to re-focus operational activity, as necessary, to prioritise delivering the Financial Recovery Plan by September 2025 and achieving financial sustainability.

- The VC to consider and advise the Board what, if any, additional resource might be required to support the Executive in delivering these objectives.

- The Chair and Deputy Chair to brief the incoming Chair on the current position.

### 3.2.  Financial Recovery Plan Update (VC)

24/169  The VC updated the Board on progress in implementing the Financial Recovery Plan.  Additional cost control measures continued to be implemented.  Phase 1 of the restructuring remained on schedule with consultation in respect of the UET, Research Development and Support team and Faculty leadership having closed.  Phase 2 consultation was due to close on 30th May with Phase 3 being launched on 5th June.

24/170  [Redacted].

24/171 [Redacted] The VC then detailed the latest numbers of expressions of intent received for the voluntary redundancy scheme. The update report was **noted** and a further progress report would be provided to the June meeting of the Finance & Resources Committee.

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

24/172 The Board noted the report and Members congratulated the SUBU President on winning the *WhatUni* Students' Choice award for best Students' Union in the South West, and top 25 nationally.

### 3.4. Chair's Reports

#### 3.4.1. Chair's Action, Written Resolutions, Use of the Seal, Contracts and Update on Approvals (Chair)

24/173 The Board **noted** the report and confirmed that it approved the ongoing delegation previously given at the February meeting regarding the extension of the existing catering contract.

#### 3.4.2. Statement of Primary Responsibilities (SOPR) (Chair/Clerk)

24/174 The Chair summarised the proposed amendments to the SOPR which added the requirement to comply with new OfS ongoing condition E6 – to protect students from harassment and/or sexual misconduct which would come into force on 1st August 2025. Members asked if the requirement extended to partner arrangements and the VC confirmed that it did and would be added to the relevant agreements as appropriate.

#### 3.4.3. Honorary Awards (Chair)

24/175 The Chair advised Members that there was an amendment to the decision requested in the paper. The Honorary Awards Committee is a joint Senate and University Board Committee and Senate was asked to consider and approve the nominations. However, under the University's Scheme of Delegation, the actual decision to confer an award, and the precise title of the degree, rests with the University Board. Due to a timing issue, consideration by Senate of the nominees was not due until the following week. For this reason, Board approval of the nominees would need to be made subject to consideration by Senate and the Board decision required today was amended to reflect this and delegate authority to the Chair of the Board to consider any feedback from Senate.

24/176 The Board **approved** the 2025 Honorary Award recommendations and award titles, subject to Senate's consideration and feedback, and

(a) **Delegated** authority to the Chair of the Board to consider any feedback from Senate and take action, in consultation with the Vice Chancellor as appropriate, if required, and

(b) **Delegated** authority to the Vice-Chancellor to:

- subject to any feedback from Senate, allocate the Board's approved nominees to the graduation ceremonies;
- defer awards to future years if appropriate;
- exercise discretion about when it is appropriate to contact approved nominees.

24/177 The Chair reminded all Members that, even when approved, details of the honorary awards remained strictly confidential and should not be disclosed outside of the Board.

#### 3.4.4. Board Chair Appointment and Term of Office (Deputy Chair)

*The Chair withdrew from the meeting and the Deputy Chair took this item.*

24/178  The Deputy Chair summarised the robust process which had been followed to identify a new Board Chair to succeed David Furniss when his term ended in July, and sought the Board's approval of an appointment.  Due diligence checks had been undertaken and, if approved, the change of Chair would be notified to the OfS as per their reporting requirements.  The Board was also asked to approve the extension of David Furniss' term of office by one day to enable him to Chair the Board meeting on 11th July and ease the transition to the new Chair from 12th July.

24/179  The Board **approved** :

- That the Term of Office of David Furniss as independent member and Chair of the University Board of Governors be extended by one day to 11th July 2025 to allow for the smooth transition to the new Chair at the July Board meeting.

- That Sir Martin Davidson be appointed as independent member and Chair of the University Board of Governors for an initial 3-year term commencing 12th July 2025.

*The Chair re-joined the meeting.*

### 3.4.5. Board and Chancellery Appointments (Chair)

24/180  The Chair introduced the report and the recommendations being made by the Nominations Committee on appointments.  The VC endorsed the Pro Chancellor appointment and explained that Dr Dooley had been awarded an Honorary Doctorate the previous year.

24/181  The Board **approved** that:

- Mr Andrew Johnson be appointed as a co-opted member of the Board of Governors for an initial 3-year term from 1st July 2025, subject to satisfactory references and due diligence checks;
- That authority be delegated to Nominations Committee to agree which Board Committees Mr Johnson will join; and
- Michael Dooley be appointed as Pro Chancellor with immediate effect from the date of Board approval for an initial term of 5 years.

## 4. Financial and Governance Matters

### 4.1. Headline Draft Budget 2025/26 (Head of Financial Planning)

24/182  The HFP summarised key points from the headline draft budget following its consideration by the Finance & Resources Committee (FRC) and ahead of the final budget for 2025/26 and forecast for 2026/27 coming to the July Board meeting for approval.  [Redacted].  It was thought that the budget was achievable, helped by the naturally occurring  vacancy factor.  A key priority continued to be maintaining sufficient cash to comply with the relevant covenants.

24/183 The FRC Chair added that concerns were discussed at the May FRC meeting regarding the challenges of achieving the required savings and risks around student numbers, but it was recognised that this represented an early position and a further update would be submitted to FRC in June for further consideration.  Members asked if there was any further flexibility around entry tariffs.  The VC said that she had asked for an analysis of what other universities were doing in this respect with a view to becoming more strategic in the approach to tariff setting.  It was important to remain mindful of league tables but there was scope to look at more contextualised offers, possibly piloting this approach around those from low participation areas. The draft headline budget was **noted**.

### 4.2. Financial Regulation Amendments (Group Financial Controller)

24/184  The Board **approved** the recommended amendments to the Financial Regulations on the recommendation of both the Audit, Risk & Governance Committee (ARG) and FRC.

### 4.3. Climate and Ecological Crisis Action Plan (CECAP) Annual Report (COO)

24/185 The **noted** the annual report and **approved** it for publication on the recommendation of FRC.

## 5. Business Cases

### 5.1. Partnership with Newbury College (VC)

24/186 The business case for the partnership with Newbury College was recommended to the Board for approval by FRC. Board approval was required due to the total value of the contract exceeding £1million. The VC explained that the majority of government funding was currently being allocated to Further Education. [Redacted]

24/187 [Redacted]

**Action**: Ask the Director of Apprenticeships and Skills to respond directly out of Committee on the questions raised.

**Action by:** Clerk to the Board

24/188 The Board **approved** the Business Case to establish a franchise partnership with Newbury College, University Centre Newbury (UCN) for a number of engineering top-ups for both direct entry students and apprentices together with a sports coaching top-up for direct entry students.

### 5.2. Lease to BCP for EV Rapid Charger Point at Poole House (COO)

24/189 The Board **approved** the business case to grant a new lease, on the same terms as the existing lease, to Bournemouth, Christchurch & Poole Council (BCP) of car parking spaces at Talbot Campus for the provision of an Electric Vehicle Rapid Charging Point. The lease would commence 30 April 2025 for 6 years on a peppercorn rent. Any time period between the end of the current lease and new lease would be subject to a tenancy at will to be served on BCP.

24/190 The Board **delegated** authority by way of a written resolution (passed in the meeting) specially authorising the execution of the lease and any other related documentation by:

- any one of the COO and any other member of UET to execute any necessary property documentation underhand; and,
- where such property documentation is to be executed as a deed any two of the Director of Estates, the COO and any other member of UET to execute the property documentation and to witness the application of the seal on behalf of the University pursuant to paragraph 10.1 of the Instrument of Government.

### 5.3. SITS (Student Record System) Business Case (COO)

24/191 The Board **approved** the business case for the final costs of the SITS extension contract, structured as a 3-year commitment with the option to extend for up to 2 additional 1-year periods (3+1+1), compliantly procured through the APUC framework.

- Committed spend for the initial 3-year period is £[Redacted]
- Costs for the 2 optional extension years are estimated at approximately £[redacted]

- Maximum total contract value (including VAT) would be £[redacted]

Any future decisions required to activate the optional extension years would be brought back to FRC for approval, ensuring continued oversight and transparency.

24/192 The Board **delegated** authority for the execution of the contract and any other related documentation that may be required by:

- any one of the VC (or alternate appointed by the VC) and any other member of UET to execute any necessary property documentation underhand; and,
- where such documentation was to be executed as a deed the VC (or alternate appointed by the VC) and any one of the Director of IT, the VC and any other member of UET to execute the documentation and to witness the application of the seal on behalf of the University pursuant to paragraph 10.1 of the Instrument of Government.

## 6. Committee Reports

### 6.1. Remuneration Committee (28 January 2025) (RemCo Chair)

24/193 The minutes were **noted**.

### 6.2. Audit, Risk & Governance Committee (14 March 2024) (ARG Chair)

24/194 The minutes were **noted**.

#### 6.2.1. Risk Register

24/195 The risk register was **noted**. Members asked whether the Executive were comfortable that cyber security risks were being sufficiently managed. The VC gave assurance that there was no complacency when it came to cyber risks and that systems and processes were subject to testing. The Chair of ARG added that risks were continually increasing and it was never possible to be completely comfortable, but ARG remained content with the mitigations in place.

### 6.3. Finance & Resources Committee - Management Accounts and Cashflow (Head of Financial Planning)

24/196 The management accounts were **noted**.

### 6.4. Honorary Awards Committee (19 March 2025) (Chair)

24/197 The minutes were **noted**.

### 6.5. Student Experience, Quality & Standards Committee (23 April 2025 ) (SQS Chair)

24/198 The minutes were **noted**.

#### 6.2.2. SQS Terms of Reference

24/199 The Terms of Reference were **approved**.

### 6.6. Nominations Committee Summary Report (Chair)

24/200 The report was **noted**.

## 7. Strategic Matters

### 7.1. BU2035

24/201 Discussion of the Strategic plan (including the digital catalyst plan below) was deferred as noted above.

### 7.2. Digital Catalyst Plan (COO)

### 7.3. Key Performance Indicators (VC)

24/202 The KPI report was **noted**.

## 8. Any Other Business (Chair)

24/203 **Subsidiary company appointments**. The Chair advised Members that BU Community Business Ltd (BUCB) was struggling with quoracy due to vacancies on its Board of Directors. Under its Articles of Association, the company was required to have at least one further meeting by the end of the financial year (July) where it would need to approve budgets. The Articles also prescribed that BU was the appointing authority for the required three BU Directors. Normally, the Nominations Committee would first consider this and make a recommendation to the Board on the appointment of Directors to the Board of BUCB. However, given the time constraints, the Board was asked to delegate authority to the Nominations Committee to approve up to 2 Director appointments on behalf of the Board. The Board **approved** this delegation.

24/204 The Chair thanked departing member Sara Luder who was due to reach the end of term of office on 30th June, for her contribution and challenge.

## 9. Date of Next Meeting

Friday 11 July 2025, 9.30am to 12.30pm