

University Board Meeting

Minutes of a meeting held on 24 November 2023

Members Present

David Furniss (Chair)	Chair of the University Board
Jim Andrews	Chief Operating Officer (COO)
Paula Alliston	Staff Member, Professional and Support Services
David Crosby	Independent Board Member
Chike Dike	President, Students' Union Bournemouth University
Karima Fahmy (Deputy Chair)	Independent Board Member
Lois Farquharson	Academic Staff Member
Maggie Frost	Independent Board Member
Nick Golding	Independent Board Member
Karl Hoods	Independent Board Member
Simon Jackson	Independent Board Member
Stuart Jones	Independent Board Member
Anthony Murphy	Independent Board Member
Jo Pretty	Independent Board Member
Susie Reynell	Finance Director (FD)
David Smith	Independent Board Member
Prof John Vinney	Vice-Chancellor (VC)
Deborah Ward	Independent Board Member
Deborah Warman	Independent Board Member
Robert Williams	Independent Board Member

In attendance

Prof Keith Phalp (Pro Vice-Chancellor, Education and Quality); Dr Shelley Thompson (Pro Vice-Chancellor, Student Experience), Deborah Wakely (Clerk to the Board); Jane Meredith (Senior Governance Manager); Geoff Rayment (Senior Governance Manager)

Meeting minutes

1. Welcome, Apologies and Declarations of Interests

23/032 Apologies were noted from Sara Luder and Nastassia Asselin. The Chair confirmed that the meeting was quorate.

23/033 The Chair invited any declarations of interests and the Board noted that Jim Andrews and Stuart Jones were Directors of BU Community Business Ltd and Karl Hoods, John Vinney and Susie Reynell were Directors of BU Innovations Ltd (relevant to item 6.4, Financial Statements). [Redacted]. There were no other new or relevant declarations.

2. Minutes of the Previous Meeting (Chair)

2.1. Minutes of the University Board Meeting, 22 September 2023

23/034 The minutes of the 22 September 2023 Board meeting were **approved** as an accurate record.

2.2. Matters Arising and Actions Register

23/035 The Actions Register was **noted**. The majority of actions were either complete, not yet due, or ongoing at committee level. A Member requested an update on action 188 relating to improvements to the presentation of committee papers. The Chair reported that the independent, external review of the Board and its committees would consider whether further delegation of authority would be appropriate. It was recognised that the volume of paperwork was not at the right level and work would continue on this including reinforcing guidance to paper authors on keeping papers concise.

Action: Reinforce guidance to paper authors on keeping papers concise.

Action by: Clerk to the Board

3. Context Setting and Update Reports

3.1. Vice-Chancellor's Update Report (VC)

23/036 The VC introduced this report noting the following:

- SQS had considered the TEF results in further detail;
- Professor Sarah Bate has been appointed as interim Associate Pro Vice-Chancellor for Research and Knowledge Exchange;
- A higher than usual number of no shows and withdrawals had been noted among international students. Tracking would continue to ensure that the correct provisions could be put in place for the January intake.

23/037 Members **noted** the report.

3.2. Students' Union at Bournemouth University, President's Report (SUBU President)

23/038 The SUBU President noted that SUBU had made a strong start to the year with issues raised through the recent Speak Week feeding into the wider work at BU.

23/039 Members **noted** the report commenting on the good range of work covered.

4. Chair's Items

4.1. Board and Committee Appointments (Chair)

23/040 The Chair presented the recommendations of the Nominations Committee in respect of Board and Committee appointments. The Board **approved** the appointments and recommendations of the Nominations Committee as follows:

23/041 The Board **approved** the appointment of Dr Carly Stewart as Senate member of the Board, and as a member of Honorary Awards Committee. Any potential conflicts arising from Dr Stewart's role as a BUCB Director would be managed, as necessary, in Board meetings. Dr Stewart would also be invited to attend SQS.

Deborah Warman withdrew from the meeting.

23/042 The Board **approved** the appointment of Deborah Warman as Deputy Chair of Remuneration Committee.

Deborah Warman re-joined the meeting.

4.2. Chair's Action, Written Resolutions, Contracts and Use of the University Seal (Chair)

23/043 The report was **noted**.

23/044 The COO updated Members on the lease of space at [Redacted]. The existing lease of

space, for the teaching of midwifery students, had expired [Redacted]

23/045 The University had begun to seek alternative accommodation for the classes based in Portsmouth. [Redacted].

5. Strategic Matters

5.1. Key Performance Indicators (VC)

23/046 The VC introduced this report noting the following:

- Tracking of the Student: Staff Ratio continued;
- BU had placed 1st in the UK in the Times Higher Education Young University Rankings list of the world's best universities 50 years old or younger;
- The latest tariff position had declined and work was ongoing to establish the possible reasons;
- Research income aspirations continued to be challenging but longer term projections were more positive.

23/047 Some discussion followed regarding the use of league table rankings in marketing. The following points were also noted in response to questions from members:

- BU had a diverse professoriate but the senior team was less so;
- BU had an inclusive research base with all staff allocated research time. Staff were encouraged to undertake activity which added value and impact;
- Knowledge Exchange activities were often more accessible and were being used to help staff build their profile;
- The Student: Staff Ratio reflected the position at the year end. The fall in student intake numbers had impacted this and some posts had been held vacant until the situation stabilised.

23/048 The report was **noted**.

6. Financial Matters

6.1. Final Annual Reports of the External and Internal Auditors (FD)

6.1.1. External Audit Report as presented to FRC and ARG on 13 November 2023 (FD)

23/049 The Board **noted** the External Auditor's annual report, as presented to FRC and ARG on 13 November 2023. It had been considered in detail by the Audit, Risk & Governance Committee and the Finance and Resources Committee with an opportunity to address questions directly to the External Auditors.

6.1.2. External Audit Update Report and Updated Letter of Representation (FD)

23/050 The FD reported that the outstanding HESA-recreate data had been received and this matter was now complete.

23/051 The ARG Chair explained that the draft representation letter had been updated, following the ARG meeting, to take account of the Committee's comments. A significant number of additions had been made by the BDO since the previous year. These were largely standard changes to the BDO template and some duplications relating to Chapel Gate, pensions and dilapidations which the ARG Chair had queried where appropriate.

23/052 The Board **noted** the External Audit update report and **approved** the Letter of Representation.

6.1.3. Internal Audit Annual Report and Opinion (FD)

23/053 The Board **noted** the assurance provided by the Internal Audit Annual Report which concluded that the overall system of controls gave 'Reasonable / moderate assurance':

23/054 The FRC Chair noted the Board's responsibility for internal controls and value for money (VfM) and questioned whether the current VfM procedures gave sufficient comfort to the Board. The FD noted the significant work that had been done in the past year and the significant changes in reporting to ARG, moving from a senior management discussion to a more holistic approach. The FD stated that the new monitoring approach meant that the University was in a stronger position to evidence the good work that had been done. Members looked forward to a stronger statement in the report the following year. The FD agreed to cover this in the Internal Audit Annual Report the following year.

23/055 A Member asked whether general risk management had also been strengthened given the current environment. The FD confirmed that had been embedded more thoroughly with an increased focus as the year progressed. BU's risk appetite was also being discussed with ARG.

Action: Include an updated statement on the monitoring, reporting and oversight of VfM in the Internal Audit Annual Report in 2024.

Action by: FD/Internal Auditor

6.2. Financial Statements - Regulatory Compliance Report (FD)

23/056 The Board **noted** the report, which had been produced on the recommendation of the external Board Review to provide assurance that the financial statements were compliant with statutory and regulatory requirements. The Board noted the assurance provided.

6.3. Annual Report of the Audit, Risk & Governance Committee (ARG) (Chair of the ARG)

23/057 The Board **noted** the report which provided assurance ahead of the Board's consideration of the Financial Statements.

6.4. Financial Statements 2022-23 (FD)

23/058 The Chair introduced this item and explained that both ARG and FRC had considered the financial statements and had the opportunity to question the auditors. Board approval was requested subject to minor drafting changes, none of which were material. The following points were noted:

- The financial statements showed a strong performance for 2022/23 with cash and operating surplus good;
- There was no room for complacency with the positive cash generation needing to be continued;
- The financial statements of BU's wholly owned subsidiaries had not yet been approved by their relevant Boards of Directors and had a later submission date. A disposal relating to BU Innovations Ltd, would need to be added post balance sheet as it had occurred post year end.

23/059 Following the Remuneration Committee's proposal for the wording of the justification for the total remuneration package of the Vice-Chancellor, the FD had removed two sections to align Remuneration Committee's full report to matters already referenced within the rest of the financial statements. She felt that the reference to NSS results was more detailed than in the past, had not been included when the results had not improved and that there was an added challenge to comparing NSS results with previous years as the questions had been revised. She also felt that the reference to the issues around Apprenticeship provision were surplus to requirements having not been mentioned elsewhere. She recommended removing these references from the Financial Statements although they would remain in the Remuneration

Committee Annual Report which would be publicly available.

23/060 Remuneration Committee's role in performance review and in aligning the review and justification to the KPIs was noted. Explanatory issues did not undermine what Remuneration Committee was saying. The timetabling of committees and how reports were pulled together would be reviewed for future years to allow sufficient time for appropriate consideration.

23/061 In the ensuing discussion the following points were made:

- Good governance would suggest that the Remuneration Committee approved statement should be included in the Financial Statements;
- The Remuneration Committee statement had been approved specifically for the Financial Statements. The Remuneration Committee Annual Report was a separate document and was published separately;
- The issues with Apprenticeship provision needed to be recognised so that the fact that the University was taking action to resolve them could also be stated;
- The requirement for a more detailed justification (not just process based) was relatively new and there was varying practice across the sector;
- An OfS report on compliance with the justification requirements had requested more reference to when challenges had been overcome and an increase in transparency;
- The level of transparency in Higher Education was considered to be less than in other sectors;
- ESFA did not stipulate any requirements separate from those required by OfS;
- Transparency was important but public presentation and potential over disclosure also needed consideration.

23/062 The Chair called a vote the result of which was that the motion to include the statement, as approved by Remuneration Committee, in full was carried.

23/063 The Financial Statements were **approved** subject to the amendments noted above. The related company accounts, for the University's Financial Statements, for its subsidiaries (BU Innovations Ltd, BU Community Business Ltd and The BU Foundation) were **noted**.

Action: Review relevant committee dates (Rem Com, ARG/FRC/Board) to allow sufficient time for appropriate consideration of statements to be included in the Financial Statements.

Action by: Clerk to the Board/Committee Chairs

Action: Include the 'justification for the total remuneration package of the Vice-Chancellor' as approved by RemCom, in the Financial Statements.

Action by: FD

6.5. Office for Students Annual Financial Return financial forecasts and commentary

23/064 The FD noted that only the commentary was included here for review by the Board as the figures remained as agreed by the Board in July 2023.

23/065 The FRC Chair noted that the return had been considered by FRC. FRC had recognised the shortfall in student income offset by cost savings and agreed that there was sufficient contingency not to change the underlying figures in the forecast. Noting further cost pressures, FRC had requested a further update on the forecast in January 2024. There was a potential risk in the figures returned to the OfS, relating to level of income and level of costs, in the current climate.

23/066 Members noted the volatile environment which left no room for complacency. The risk of making changes to the forecast at this point without having detailed figures available was discussed.

23/067 A Member asked about the potential risk of attrition on recent intakes. This had not

been an issue in previous years, however, the September intake had faced challenges relating to visas and cost of living. The FD confirmed that conversion was down [Redacted]on expectations and around [Redacted]students had been withdrawn for non-payment of fees. The issue was spread across courses and the University had sought to be as supportive as possible although visa regulations provided little flexibility. The January intake would be the next test of the impact of external pressures and was currently expected to be below budget.

23/068 Board Members **noted** the Return.

7. Academic and Student Wellbeing Matters

7.1. Annual Report on Quality and Standards (PVC)

23/069 The Chair noted that this report had been considered at SQS. The Self-Assessment Report for Apprenticeship Provision and the Quality Improvement Plan were included as appendices. A Member with relevant subject matter specialism had made comments after the SQS meeting which had been considered and responded to. The member confirmed that they were satisfied with the responses and it was noted that amendments had been incorporated into the paper for the Board.

23/070 Key actions during 2022/23 included a renewed focus on Personal Tutors and learning from the reviews of the previous year. A Member noted the increased number of academic misconduct offences. The PVC confirmed that it had been driven by an increase in specific areas including postgraduate taught students. Most of the cases involved some form of plagiarism with the importance of citing and attributing not fully understood. Work would be done with the course teams of the specific cohorts to increase awareness of academic regulations and embed these further into the courses involved.

23/071 It was noted that BU appeared to be offering a greater level of in person teaching than some other universities following the return from pandemic restrictions. While this was highlighted to future students it was acknowledged that more could potentially be done to remind students of the value of community and of the face to face experience.

23/072 The Board **noted** the report and the assurance provided.

7.2. Annual Report on Partnerships (PVC)

23/073 The Chair noted that this paper, which came direct to the Board from UET, related to the Board's responsibility, under the CUC Code, to have oversight over risks arising from partnership arrangements.

23/074 The PVC reported that there were no current issues with partnerships. Regarding partnerships with partners in the Further Education sector, Bournemouth and Poole College had reorganised to become a stronger partner and there was potential to increase the amount of work, related to Apprenticeships, with this partner. The proposed merger between Kingston Maurward College and Weymouth College was not expected to cause significant concern.

23/075 The annual report on partnerships was **noted**.

7.3. Annual Report on Student Services and Student Welfare and Wellbeing (COO)

23/076 The COO highlighted key points from this report which had been considered by SQS:

- A key development had been the launch of the University Retreat which had seen 738 visits in the first 6 months of opening;
- Reports of sexual misconduct had dropped which was considered positive provided that it was not due to concerns around making the report. The University was working to ensure support was in place to enable students who had suffered incidents to report them;
- There had been an increase in incidents reported to police and in those progressing to

student discipline which showed an increased willingness to follow through on reports.

23/077 Members welcomed the focus on mental health and wellbeing. The ongoing pressure on accommodation was noted. Hope was expressed that the recent lull in development of purpose-built accommodation was coming to an end. However, the key challenge would be affordability. The University was still considering to what extent it should intervene, whether to partner with a Provider or whether to take on a project directly. In the meantime, the University would look to take a greater share of existing accommodation to support growth. Opportunities for BU involvement would be brought to the Board, for consideration, in due course. The accommodation for the January intake remained challenging.

23/078 A Member welcomed the range and thoroughness of the Report and asked whether there was room for further, detailed reporting throughout the year. Detailed reporting was already presented to SQS but consideration would be given to how to give the Board a fuller picture of activity. A Member suggested that this should not be additional paperwork but an opportunity for conversation or perhaps a presentation at a future Board dinner.

23/079 The SUBU President noted the significant increase in withdrawals and suggested that feedback, on wellbeing, from Speak Week could helpfully be fed in. The University's participation in Cibyl's student mental health study was also noted.

23/080 While some protests had been held in support of both sides of the Israel/Gaza conflict, no significant on campus issues had arisen to date. One case of antisemitism had been reported to police.

23/081 There was some discussion regarding student awareness of the services available and the need to ensure support for staff who were supporting students with mental health difficulties. A significant number of staff had been trained in Mental Health First Aid.

23/082 The Board **noted** the report and the assurance provided.

Action: Consider how activity relating to student services and support could be better highlighted to the Board throughout the year.

Action by: COO/PVC Student Experience

7.4. SQS Annual Report (Chair)

23/083 The Board **noted** the SQS Annual Report. SQS was a relatively new committee which aimed to increase Board visibility on the student experience as well as ensuring oversight from a Board perspective around academic quality matters. The Chair noted that the reporting to and from SQS would continue to evolve.

8. Policy and Governance Matters

8.1. Remuneration Committee's Annual Report (Chair of Remuneration Committee)

23/084 The Board **approved** the Remuneration Committee's Annual Report noting the reference to a severance payment discussed by Remuneration Committee. Once approved, the final report would be published on the BU Website.

8.2. Scheme of Delegation (PVC/Clerk to the Board)

23/085 Members **approved** the Scheme of Delegation noting that the amendments were related to changes to the Senate committee structure and the approval route of the Management of Published Course Information: Policy and Procedure and Financial Sanctions Policy. The revised Committee Structure diagram would be appended to the Board, Senate & Committees Policy & Procedures as a formal record of the approved changes.

8.3. Compliance with Ongoing Conditions of Registration with OfS (PVC)

23/086 The Board **approved** the report on the recommendation of ARG.

8.3.1. B3 Outcomes Reporting Assurance (PVC)

23/087 The Board **approved** the report on the recommendation of SQS.

8.4. Anti-bribery Policy & Procedures (COO)

23/088 The Board **approved** the Anti-Bribery Policy and Procedures on the recommendation of ARG.

8.5. Code of Practice on Freedom of Speech (COO)

23/089 The Board **approved** the Code of Practice on Freedom of Speech and Academic Freedom on the recommendation of ARG. Members noted that this was a significant update to prepare for the changes required by the Higher Education (Freedom of Speech) Act 2023 as well as including the formal guarantee of academic freedom from Article 8 of BU's Articles of Government.

23/090 The COO reported that OfS was due to issue regulatory guidance but the timeline for this was not yet clear so BU's Code had been reviewed against the UUK October 2023 Guidance. The Code would be reviewed again, once OfS guidance was published, and would be brought back for approval, if required.

8.6. Modern Slavery Statement (COO)

23/091 The Board **approved** BU's Modern Slavery and Human Trafficking Statement 2023 which would be published on the BU website.

8.7. Annual PREVENT Report to OfS (COO)

23/092 The Chair noted that the Prevent Policy had been approved by ARG and the data considered. However, the final returns had been added, for the Board, once available.

23/093 The Board **approved** the report for submission to the OfS.

8.8. Request for Approval of a Donation under the Code of Ethical Fundraising (COO)

23/094 The Chair introduced this item which asked the Board to approve acceptance or refusal of a donation of [Redacted]. This decision had been escalated to the Board as the FRC Chair and Deputy Chair, who were the first point of escalation for Category 2 entity higher risk donations, had differing views.

23/095 He reminded Members that fundraising decisions must be in the best interests of the charity. Charities should accept donations to support their charitable work unless the potential harm to the charity outweighed the benefit. Decisions needed to be taken in line with the Charity Commission guidance on decision making for charity trustees.

23/096 – 23/103 [Redacted]

9. Committee Reports

9.1. Finance & Resources Committee (27 October 2023) (Chair of FRC)

23/104 The minutes were **noted**.

9.1.1. Management Accounts and Cash-flow forecasts (FD)

23/105 The Management Accounts and cashflow forecasts were **noted**.

9.1.2. FRC Terms of Reference (Chair of FRC)

23/106 The Finance & Resources Committee Terms of Reference were **approved**.

9.2. Audit, Risk & Governance Committee (6 October 2023) (Chair of ARG)

23/107 The minutes were **noted**. The FD updated Members on the discussion around the block grant to SUBU. As discussed at previous meetings BU had charitable and Education Act obligations requiring BU to have assurance around SUBU finances. [Redacted]

9.2.1. Risk Register (FD)

23/108 The Board **noted** the Risk Register. A Member queried the reduction in the Financial Sustainability risk from 12 to 9 despite the gap in student numbers and increasing cost pressures. The FD noted that the University had a strong balance sheet despite the volatile environment but that this risk was kept under regular review.

9.3. Remuneration Committee Meetings A and B Minutes (5 October 2023) (Chair of Remcom)

23/109 The minutes were **noted**.

9.3.1. RemCom Terms of Reference (Chair of RemCom)

23/110 The Remuneration Committee Terms of Reference were **approved**.

9.4. Nominations Committee Terms of Reference (Chair)

23/111 The Nominations Committee Terms of Reference were **approved**.

9.5. Student Experience, Quality & Standards Committee, 20th September 2023 (Chair)

23/112 The minutes were **noted**.

10. Any Other Business (Chair)

23/113 The Chair noted that the three yearly, independent External Review of the Board and its committees would be postponed, due to the VC recruitment, to ensure value for money from the Review as high levels of engagement would be needed to deliver that value. An update on the VC recruitment would be given during the strategic session.

23/114 The COO reported that the opening ceremony of the new pitch and changing rooms at Chapel Gate had gone well. There had been good community engagement and media and journalism students had covered the event.

23/115 The Chair expressed his thanks to Paula Alliston who was standing down from the Board at the end of her final term. The Chair thanked Paula for her valuable contribution to the Board and invited her to the next Board dinner where there would be the opportunity to thank her properly.

23/116 There was no further business.

11. Date of Next Meeting

Friday, 9th February 2024, 9.30am to 12.30pm. Followed by diary hold for Strategic Planning

session from 1.30pm to 3.30pm.