

University Board Meeting

Minutes of a meeting held on 25 November 2022

Members Present

David Furniss (Chair)	Chair of the University Board
Jim Andrews	Chief Operating Officer (COO)
Paula Alliston	Staff Member, Professional and Support Services
Nastassia Asselin	Student Member
Omuwa Ayomoto	President, Students' Union Bournemouth University
John Beswick	Independent Board Member (via MS Teams)
Prof Carol Clark	Staff Member, Senate (via MS Teams)
Karima Fahmy	Independent Board Member
Lois Farquharson,	Academic Staff Member
Maggie Frost	Independent Board Member
Nick Golding	Independent Board Member
Karl Hoods	Independent Board Member (via MS Teams)
Simon Jackson	Independent Board Member
Stuart Jones	Independent Board Member
Jean Lang (Deputy Chair)	Independent Board Member
Sara Luder	Independent Board Member
Prof Tim McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
Susie Reynell	Finance Director (FD)
Prof John Vinney	Vice-Chancellor (VC)
Deborah Ward	Independent Board Member
Deborah Warman	Independent Board Member
Robert Williams	Independent Board Member

In attendance

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

22/037 Apologies were noted from Tola Oloyede and Prof Carol Evans. The Chair confirmed that the meeting was quorate. The Chair welcomed new independent member Deborah Warman to her first meeting of the Board.

22/038 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 Tim McIntyre-Bhatty were Directors of BU Innovations Ltd (relevant to item 6.4, Financial Statements). There were no other new or relevant declarations.

2. Minutes of the Previous Meeting (Chair)

2.1. Minutes of the University Board Meeting, 30th September 2022

22/039 The minutes of the 30 September 2022 Board meeting were **approved** as an accurate record.

2.2. Matters Arising and Actions Register

22/040 The Actions Register was **noted**. All actions were either completed, not yet due, or ongoing at committee level.

3. Context Setting and Update Reports

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

22/041 The VC highlighted key points from his update report and recent developments.

22/042 OfS had confirmed that it did not require any further information relating to the restatement of the University accounts to reflect a change to the recognition of postgraduate and part-time fee income.

22/043 The University & Colleges Union (UCU) had begun strike action and the University would consider whether this was likely to become a reportable event.

22/044 Two recent internal reports had highlighted problems in the University's management and recording of apprenticeship provision. An action plan had been developed to respond to the report recommendations. ARG would be updated on the progress of actions due for completion in November and December. The Chair had agreed to act as the Board's link person in respect of apprenticeships.

22/045 The headline continuation rate from the November KPI report [Redacted]. Students, particularly in years 2 and 3, appeared to be struggling to adapt post covid. This was believed to be a sector wide issue and the University would consider what further support could be put in place.

22/046 Some discussion followed regarding Government proposals to restrict overseas students' ability to bring their families with them. This could have a negative impact on the University and lobbying had already begun at sector level.

22/047 The recent graduation ceremonies had gone very well and the Chair asked Independent Members to try to attend at least one ceremony in 2023.

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

22/048 The SUBU President presented the report noting the success of Freshers' activities, a return to pre-pandemic levels of involvement in democracy, a positive start to the year for commercial activities and an increase in involvement in campaigns. SUBU Advice was supporting a record 914 cases and SUBU was working to understand the drop in continuation numbers.

22/049 [Redacted].

22/050 Accommodation for international students remained a concern. An increase in students staying in the area, and in their accommodation, post study was taking some accommodation out of the market as was a move by some landlords to renting their property to the holiday market. The University was talking to letting and estate agents and developers but had a limited influence and anticipated the next few years to be challenging in this area. The Board requested an update on accommodation capacity issues.

22/051 The report was **noted** and the new layout was welcomed.

Action: Include a risk section in future reports.

Action by: SUBU President

Action: Update the Board on the capacity issues around student accommodation.

Action by: COO

4. Chair's Items

4.1. Board and Committee Appointments (Chair)

22/052 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:

Karima Fahmy withdrew from the meeting.

22/053 The Board **approved** the appointment of Karima Fahmy as Deputy Chair of the Board (and to remain as ARG Chair) with effect from 1 December 2022 for a period coterminous with her Board term.

Karima Fahmy re-joined the meeting and Stuart Jones withdrew.

22/054 The Board **approved** the appointment of Stuart Jones as a Member of Student Experience, Quality and Standards Committee with effect from 1 December 2022 for a period coterminous with his Board term.

Stuart Jones re-joined the meeting and Nick Golding withdrew.

22/055 The Board **approved** the appointment of Nick Golding as a Member of Student Experience, Quality and Standards Committee with effect from 1 December 2022 for a period coterminous with his Board term.

Nick Golding re-joined the meeting and Deborah Warman withdrew

22/056 The Board **approved** the appointment of Deborah Warman as Board Member on Honorary Awards Committee commencing 1 December 2022 for a period coterminous with her Board term.

Deborah Warman re-joined the meeting and Jim Andrews withdrew (as Chair of the Board of Directors of BUCB)

22/057 The Board **approved** the appointment of Peter Donald Elviss as non-executive Director of the BU Community Business (BUCB) Limited Board of Directors, for an initial 12-month term, with effect from December 2022 (noting the need to complete formalities with BUCB Limited and Companies House). Any further periods of appointment beyond this initial term would be delegated to the BUCB Board.

22/058 The Board also **approved** authorisation of the situational conflicts declared by Peter Donald Elviss, that he:

- not be entitled to vote and count in the quorum concerning matters relating to his declared situational conflict at paragraph 1.11 of the paper; and
- be entitled to count in the quorum and vote on matters relating to his declared situational conflict at paragraph 1.12 of the paper, subject to the discretion of the BUCB Chair of the Board of Directors from time to time.

Jim Andrews re-joined the meeting and Susie Reynell withdrew

22/059 The Board **approved** the appointment of Susie Reynell as a Director of BUI, with immediate effect, and as Nominated Officer for BUCB and DLEP also with immediate effect.

Susie Reynell re-joined the meeting

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

22/060 The report was **noted**.

4.3. University Board Code of Conduct (Clerk to the Board)

22/061 The Board **approved** the University Board Members' Code of Conduct which had been

recommended by ARG and Nominations Committee.

5. Strategic Matters

5.1. Key Performance Indicators (VC)

22/062 The VC highlighted key points from the KPI report. Recruitment had been strong but the mix of students was changing with an increase in international students. Continuation numbers had fallen, this was a clear focus of discussion and planning at the University Leadership Team and SQS would be kept updated. Research and Knowledge Exchange income remained a challenge. The student staff ratio had increased slightly but the sector comparator had also increased.

22/063 A member requested clearer notification of the areas that should be focused on as an increase in a metric being a negative occurrence could make identifying areas of concern more challenging. The University Management had wished to give Members the full picture and allow them to draw their own conclusions but it was accepted that the volume of information presented to the Board made this a significant challenge and Members would welcome further guidance on key areas of focus. There was also a lack of clarity on the trajectory towards BU 2025 and Members would welcome a clearer sense of how the University was progressing towards its strategic goals.

22/064 The report was **noted**. Plans for a working group or workshop to consider the presentation of papers to the Board and its committees were also noted and it was agreed that Mr Williams and Mr Golding be invited to join this group once it was established.

Action: Consider where and how to draw out key areas of focus and give clarification on progress towards BU 2025 in the KPI report and executive summary.

Action by: VC/DVC

Action: Mr Williams and Mr Golding to be invited to join the Board papers working group.

Action by: Clerk to the Board

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 4 November 2022 (FD)

22/065 The Board **noted** the External Auditor's annual report, as presented to FRC and ARG on 4 November 2022. It had been considered in detail by the Audit, Risk & Governance Committee and the Finance and Resources Committee.

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

22/066 The FD explained that the draft representation letter had been updated following the ARG meeting to take account of the Committee's comments and the amendments were highlighted. The External Auditor was going through the final sign off on the wording for the prior year adjustment. A move of [Redacted] from debit to credit on the balance sheet was required. This was purely presentational and would have no impact on reserves or cashflow.

22/067 The outstanding item relating to the auditing of the Local Government Pensions Scheme (LGPS) had been resolved with BDO now having all the required information. All other outstanding items had also been completed satisfactorily.

22/068 There were no unadjusted misstatements, the cash position was strong and the University's going concern status for 12 months from signing the accounts had been shown. There had been no post balance sheet events to date and none were anticipated. A clean Audit report, with no significant issues, was expected with a standard letter of representation and it was hoped that the accounts could be signed off in a few days. The delay had not been an internal issue but a delay in receiving information from Dorset Council. It was noted that this

would require careful management to ensure the same problem did not occur the following year.

22/069 The Chair confirmed that a written resolution would be circulated the following week in order to finalise the Financial Statements and Letter of Representation.

6.1.3. Internal Audit Annual Report (FD)

22/070 The Board **noted** the assurance provided by the Internal Audit Annual Report which concluded that the overall system of controls gave 'Reasonable / moderate assurance': Although the terminology had been amended since 2020/21, the opinion was essentially the same. A considerable increase in the number of actions and recommendations was also noted.

6.2. Financial Statements - Regulatory Compliance Report (FD)

22/071 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, and the assurance provided.

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

22/072 The Board **noted** the report, which would be updated once the external audit was finalised and circulated with the written resolution.

6.4. Financial Statements 2021-22 (FD)

22/073 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. Both Committees recommended them to the Board for approval. Where additions had been made subsequently this had been highlighted in the cover paper and in tracked changes.

22/074 Some discussion followed regarding the detail of the wording of the justification of the Vice Chancellor's remuneration. The current wording reflected the Remuneration Committee minute and some Members questioned whether that level of detail was required in the Financial Statements. This would be reconsidered for the following year although the detail would not be reduced for the current year. However, Members agreed that conversion from a bullet-point list to paragraphs would be appropriate.

22/075 The related company accounts, for the University's Financial Statements, for its subsidiaries (BU Innovations Ltd, BUCB Ltd and The BU Foundation) were **noted**.

Action: Consider whether the justification of the Vice Chancellor's remuneration in the Financial Statements should be as detailed as the Remuneration Committee minute or whether a more summarised justification would be appropriate.

Action by: Remuneration Committee

Action: Remove the bullet-points from the justification of the Vice Chancellor's remuneration in the Financial Statements and replace with paragraphs.

Action by: Clerk to the Board/FD

Action: Circulate written resolution to finalise Financial Statements, Letter of Representation and ARG Annual Report by Wednesday 30 November or update the Board on the proposed timeline. Give Members one week to respond.

Action by: Clerk to the Board/FD

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

22/076 The FD presented this report, which the University was required to submit, and contained financial forecasts through to 2026/27. To complete this return, existing data, in Financial Statements, budgets and forecasts, had been used, where possible, with a high-level

forecast for 2025/26 and 2026/27. The first submission deadline for the annual financial return was 1 December 2022 with the second deadline on 9 January 2023 for the submission of the finalised workbook and commentary. [Redacted]. The forecast was not a final commitment by the University but was used by the OfS to gauge the overall financial health of the sector.

22/077 A Member raised concern about the submission of a forecast that showed a deficit for a significant period. It was felt that the University should be aiming to increase and not deplete reserves and that there may be a reputational risk in submitting the forecasts as they stood. The Executive were encouraged to revisit the exercise to show a more positive final two years and an intent to return to overall surplus. However, adding income that there was no confidence in, for presentational reasons was also warned against.

22/078 Following confirmation that the figures submitted in December could be changed in the January return, and noting the discomfort of some Members, the Board agreed to **approve** the submission of the report in December. Following this submission, the Executive would consider the Board's comments and whether sensible adjustments would make a difference and seek approval for the final January submission by written resolution.

Action: Review the OfS Financial Return submission in light of the Board's comments and whether sensible adjustments would make a difference to the later years of the forecast.

Action by: FD

Action: Circulate a written resolution to approve the OfS Financial Return submission for 9 January.

Action by: Clerk to the Board/FD

6.6. Extension to the term of the RCF (FD)

22/079 The FD introduced this item noting that the Board had seen it at the previous meeting and that it was intended as a contingency. The Board **approved** the terms of the Extension Letter and **delegated** authority to any two of the Vice-Chancellor and Finance Director or in either or both of their absences the Deputy Vice-Chancellor and/or Chief Operating Officer to sign the Extension Letter on behalf of the University.

7. Academic and Student Wellbeing Matters

7.1. Annual Report on Quality and Standards (DVC)

22/080 The DVC introduced this report noting that an additional section had been inserted to include the partnership with Kaplan International Colleges UK Ltd that provided the Bournemouth University International College. The Board **noted** the report and the assurance provided. The report had been recommended to the Board by SQS.

7.2. Degree Outcomes Statement (DVC)

22/081 The Board **approved** the Degree Outcomes Statement for 2022 on the recommendation of SQS.

7.3. Annual Report on Partnerships (DVC)

22/082 The DVC introduced this annual report which had come direct to the Board and provided assurance in respect of the Board's responsibility to have oversight of risks arising from partnership arrangements. [Redacted].

22/083 The annual report on partnerships was **noted**.

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

22/084 The COO highlighted key points from this report. The OfS had published their expectation on how Universities would deal with Sexual Misconduct and this was expected to become an ongoing condition. The University had carried out a mapping exercise against the expectations and created an action plan which had been updated. Most actions had been completed and a working group would be reconvened to progress outstanding actions. A further report on the plan would come back to SQS.

22/085 Concern was raised regarding a lack of resources and it was noted that there had been a delay in getting staff into post which had been resolved. Predicting demand was challenging as demand for certain services could fluctuate and an increase in student numbers would have an impact. Demand also varied across departments with students taking some subject mixes needing more support than others. The partnership approach taken by the University allowed it to offer more services and support and enabled students to get support from those best placed to provide it.

22/086 Discussion followed regarding the accessibility of information for students. A lot of awareness raising had already been done, the website was under review and a case management system was being considered. SUBU had also produced leaflets, equipped student Buddies and raised awareness in student accommodation to guide students to the relevant contacts and information. The mandatory staff training would also help staff in signposting students to the correct service for their needs.

22/087 The Board **noted** the report and the assurance provided.

7.5. Academic Governance: Independent Review of Senate Report (VC)

22/088 The Board **noted** the report and the assurance provided noting also that ARG would receive an update on the action plan at its March meeting.

8. Policy and Governance Matters

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

22/089 The Board **approved** the Remuneration Committee's Annual Report for publication.

8.2. Compliance with Ongoing Conditions of Registration with OfS (DVC)

22/090 The Board **approved** the report on the recommendation of ARG.

8.3. Anti-bribery Policy & Procedures (COO)

22/091 The Board **approved** the Anti-Bribery Policy and Procedures on the recommendation of ARG.

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

22/092 The Board **approved** the Code of Practice on Freedom of Speech for 2022/23 on the recommendation of ARG.

8.5. Modern Slavery Statement (COO)

22/093 ARG had considered the draft statement and recommended it to the Board for approval. The Board **approved** BU's Modern Slavery and Human Trafficking Statement 2022.

8.6. Annual PREVENT Report to OfS (COO)

22/094 The Board **approved** the report for submission to the OfS.

9. Estates Matters

9.1. Business Case: Strategic Web Delivery project: Replacing, maintaining and optimising the BU website (COO)

21/095 The COO presented this business case, which had been recommended by FRC, and requested the funding for the design, build, implementation and third-party cloud-hosting of a new content management system for the BU corporate website. The vision was for a system that could be built on, adapted and layered onto as required. Members noted that the legal section of the business case contained a number of comments relating to procurement processes and the COO said that these were being worked through and would be dealt with in the Contract Authorisation Form. Members also asked whether he was confident of the costs and he confirmed that he was and that a lot of market analysis had been undertaken to inform the investment requested in the business case. Members noted that IT projects often ran over budget and asked what contingency was available. The COO responded that historically they were delivered on budget but if there was an issue that would require the business case to be brought back to the Board.

21/096 The Board **approved** the business case including the maximum costs set out in the paper.

9.2. Business Case: Final Decarbonisation Bid (COO)

21/092 The COO introduced this paper which sought approval to accept the grant offer for the Phase 3b of the Public Sector Decarbonisation Scheme (PSDS), if successful. The University needed to replace three boilers and was taking this opportunity to move from gas power to heat pumps, in line with its strategy of achieving net zero by 2030. If the bid was unsuccessful the University would reconsider the best course of action.

21/093 The Board **approved** acceptance of the grant offer for the Phase 3b of the Public Sector Decarbonisation Scheme (PSDS), if successful, and **delegated** authority as follows:

- to any two members of UET to review and agree to any additional conditions imposed in the grant offer letter; and
- to any two members of UET or any one member of UET and the Director of Estates for the execution of the PSDS grant offer letter and any other related documentation required to accept the grant offer letter.

9.3. Business Case: Waste Disposal Contract (COO)

22/094 The Board gave **approval** to the business case for the maximum contract value as set out in the paper noting that a tendering exercise would be required to award the contract which would then be financed through the annual budgeting process. It also **delegated** authority to the Chief Operating Officer (or, in his absence the Director of Finance or any other member of UET) to, on completion of the tendering process, sign the award letter and any related contractual documentation required to appoint the new supplier and to extend the current supplier contract.

10. Committee Reports

10.1. Finance & Resources Committee (21 October and 4 November 2022) (Chair of FRC)

22/095 The minutes were **noted**.

10.2. Audit, Risk & Governance Committee (7 October and 4 November 2022) (Chair of ARG)

22/096 The minutes were **noted**.

10.2.1. Risk Register (DVC)

22/097 The Board **noted** the Risk Register also noting that the new format and changes to impact and probability ratings did not signal any significant changes to risks or emerging risks.

10.3. RemCom Terms of Reference and Operating Framework (Chair of RemCom)

22/098 The Remuneration Committee Terms of Reference and Operating Framework were **approved**.

10.4. Nominations Committee (7th July 2022 and 26 September 2022) (Chair)

22/099 The minutes were **noted**.

10.4.1. Nominations Committee Terms of Reference (Chair)

22/100 The Terms of Reference were **approved**.

10.5. Honorary Awards Committee: Process and documents for the 2023 call for nominations (Chair)

22/101 The Board **approved** the process and documents for the 2023 call for nominations for honorary awards.

10.6. Student Experience, Quality & Standards Committee, 26th September 2022 (Chair)

22/102 The minutes were **noted**.

11. Any Other Business (Chair)

22/103 A Member requested early indication of committee dates until the end of 2023. The next two years' worth of dates would be signed off with Chairs shortly and circulated hopefully before the end of 2022.

22/104 It was noted that Bournemouth House had been sold on and a £155,000 payment had been agreed as overage in accordance with the original agreement.

22/105 Further dates would be issued shortly for Safeguarding training for Board Members and the Chair requested full attendance.

22/106 The Chair expressed his thanks to the Members who were standing down from the Board and thanked them for their contribution to the Board and University.

22/107 There was no further business.

Action: Circulate Board and Committee dates for the next two years as soon as signed off by Chairs.

Action by: Clerk to the Board

Action: Attend one of the Safeguarding training dates.

Action by: All Members

12. Date of Next Meeting

Friday, 10th February 2023, 9.30am to 12.30pm