

University Board Meeting (By MS Teams video conference)

Minutes of a meeting held on 14 May 2021

Members Present

Prof Richard Conder (Chair)	Chair of the University Board
Paula Alliston	Professional & Support Staff Member
Jim Andrews	Chief Operating Officer (COO)
Nick Beal	Independent Board Member
John Beswick	Independent Board Member
Alistair Brien	Independent Board Member
Prof Carol Clark	Senate Member of the Board
Annette D'Abreo	Independent Board Member
Karima Fahmy	Independent Board Member
Dr Lois Farquharson	Academic Staff Board Member
David Furniss	Independent Board Member
Karl Hoods	Independent Board Member
David Kane	Independent Board Member
Jean Lang (Deputy Chair)	Independent Board Member
Naomie Lebe	President, Students' Union at Bournemouth University
Sara Luder	Independent Board Member (Items 1 to 3.3.5)
Prof Tim McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
Des Pullen	Independent Board Member
Prof John Vinney	Vice-Chancellor (VC)

In attendance

David Reeve (Interim Director of Finance (IDoF)), Geoff Rayment (Corporate Governance and Committees Manager), Jeremy Swain (Deputy Head of Legal Services, Observing); Deborah Wakely (Clerk to the Board).

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

20/300 Apologies were noted from Mrs Oloyede, Mr Jones and Mrs Ward. The Chair welcomed Mr Swain, Deputy Head of Legal Services, who was observing the meeting as part of the contingency arrangements for cover for the Clerk to the Board.

20/301 The Chair invited any new declarations of interests or declarations relevant to agenda items and the Board noted that Mr Pullen and Mr Furniss would need to withdraw from the meeting while their respective appointments were considered at Item 3.3.2.

20/302 The Board also noted that the Deputy Chair, Mrs Lang, would chair the meeting for Item 3.3.3 (Chair recruitment process) and that Prof Conder would remain in the meeting as an observer rather than a

participant for that item. Ms Fahmy, Mr Pullen and any other members who wished to declare an interest in standing as Chair would also need to withdraw for that item.

20/303 For Item 4.2, approval of undergraduate fees, any members who had family members or other related parties who were, or may apply to become, undergraduate students who would be impacted by the 2022/23 fees would need to declare it and withdraw for this item. It was confirmed by members that there were no such interests.

20/304 Mr Pullen and Prof Vinney also declared their interests as members of NHS Boards and it was agreed that they would withdraw from the meeting for item 5.2 (Application to become an end point assessment organisation), as they had when the matter was considered at the FRC.

2. Minutes of the Previous Meeting

2.1. Minutes of the University Board Meetings, 12 February and 9 April 2021 (Chair)

20/305 The minutes of the 12th February and 9th April meetings were **approved** as an accurate record.

2.2. Matters Arising and Actions Register (Chair)

20/306 The Actions Register was **noted**. Most actions had been completed, were covered under the main agenda items (below) or were not yet due. On action 176 (*[OfS Financial Return] add a reference to the return regarding the CMA compliance review in respect of fee refunds*) the IDoF confirmed that this action had been completed.

20/307 On action 177 (*[Royal London House (RLH) disposal] Ask Savills to refresh their advice regarding Permitted Development rights on the sale of RLH*) the COO advised that it had been confirmed that PD could happen and the advice had been updated. On action 178 (*Keep the Chairs of the Board, ARG and FRC informed of progress with the RLH disposal*) the COO had not yet liaised directly with Chairs but updated members in the meeting that the deadline for submission of tenders was 29th June and marketing materials were currently being finalised. Conversations were also continuing to take place with the original proposed buyer, and it was noted that the income from the disposal had been removed from the cash-flow forecasts. The COO would provide further updates in due course.

20/308 On action 179 (*[OfS Consumer Law Compliance Review] Bring a report to the Board on the implementation of the recommendations set out in the report*) the DVC confirmed that this would be submitted to the July meeting of the Board.

3. Context Setting and Update Reports

3.1. VC's Update Report (VC)

20/309 The VC presented key points of his update report. On regulatory matters, following consultation the OfS had introduced a new condition of registration which gave them the powers to direct universities and colleges to take certain actions when there was a market exit risk. Two OfS consultations were taking place on capital funding and recurrent funding for 2021/22. The consultation on post-qualification admissions closed on 13th May. OfS had also issued a statement of expectations on harassment and sexual misconduct and BU was reviewing its policies in the light of this statement and a report would be provided to a future meeting.

20/310 Turning to the Government's parliamentary agenda, the recent Queen's speech had mentioned the

skills review, with options around apprenticeships and technical education. It also announced the HE Freedom of Speech Bill. The cost of higher education continued to be a key factor for Government policy making, with a focus on return on investment for the wider economy and the quality of provision. On admissions, the country was now moving away from the demographic dip which had impacted on demand for HE, so applications were now increasing although it was important to continue to monitor levels of acceptances. The position on recruitment was expected to be clearer by the end of June.

20/312 On other developments, there was a growing cyber security threat in the Sector and sector and industry bodies were advising on increased protective measures, with BU's enhancement work being coordinated by the Major Incident Group. In response to questioning from the Chair the COO noted that strengthened security measures incorporated cultural/people aspects such as training, as well as technological solutions such as access controls and enhanced monitoring, and these would be applied across the Institution (including the Board). It was noted that both FRC and ARG had reviewed the University's Information Security programme and that this would be made available to the full Board on a confidential basis.

Action: Share the Information and Cyber Security Programme with the full Board.

Action by: COO

20/313 Members discussed cyber security risks and noted the importance of focusing on the possible consequence of attacks and appropriate mitigations in addition to protective measures. It was also important to have a good understanding of business recovery with effective back-ups and recovery processes mapped and to be aware of third-party risks. Good communications were also important to ensure that all staff would know how to respond, for example, if contacted directly by a threat actor.

20/314 On internal matters, a staff survey had been undertaken with a focus on wellbeing. The number of positive responses on communications had reduced since last Summer, but this was thought to be a natural consequence of the duration of the pandemic. Concerns about returning to campus included sharing workspaces/social distancing and wanting to have options to continue remote/flexible working.

20/315 The COO updated the Board on Covid matters. Most students had now returned to their student accommodation and would be able to return to in-person teaching. However, as programmes were now moving from regular teaching into their assessment periods, face-to-face on campus activity had only increased from 10% to 16%. Covid testing facilities remained in place and BU had also applied to be a registered distributor for home testing kits. Sports and study spaces were re-opening and the return of staff and a new operational model were being discussed. Numbers of Covid cases among students and staff remained very low but were being kept under review.

20/316 Members asked what face-to-face interaction opportunities would arise once the assessment period was over. The DVC explained that Programmes with a 'hands-on' element were taking place on campus now, but it was recognised that students were missing out on some activities and access to opportunities to build their portfolios, so extra activities would be available over the Summer, for example for creative and media production courses.

20/317 The Board Chair requested an update on progress towards compliance with the University's Reserves Policy. The VC said that things were on-track to meet the 55 days target by July 2023, and updates were also provided through the KPI report. Nevertheless, the external landscape remained uncertain. The IDoF agreed, noting that applications and the financial KPIs showed positive trends, but the LGPS pension deficit remained a risk to BU and the public sector.

20/318 The VC's update report was **noted**.

3.2. SUBU Update Report (SUBU President)

20/319 The Chair congratulated the SUBU President on her re-election for a further term. He noted the references to SUBU's financial position and the block grant contained in the report, and it was agreed to defer any discussion of this pending the FRC and Board consideration of the matter as part of the annual budget approval, due at the next meeting.

20/320 The SUBU President presented key points of her report. There had been an increase in students wanting full or partial accommodation and fee refunds and SUBU supported the national campaign, aimed at the Government, for students to receive fee refunds. The SUBU President explained that some international students were particularly struggling because they did not have the same freedom to undertake employment to provide income. The DVC advised that students were eligible to access financial hardship funding and the COO offered to discuss how this additional support might be further highlighted to students.

Action: To discuss how the financial support available to students can be further highlighted to them.

Action by: COO/SUBU President.

20/321 On student feedback gathered from the SimOn online tool, there had been an increase in negative comments relating to assessment and feedback. Members noted that 1,588 comments had been collected in total from students and asked what proportion of the whole student body this represented. The IDoF advised that there were 16,000 to 17,000 students in total at BU and the VC added that a lot of work was being undertaken at Faculty level and through the student voice programme to address student feedback. The DVC added that feedback had also been gathered on students' experience of on-line learning and this had been analysed to inform what was most effective.

20/322 The SUBU President's report was **noted**.

3.3. Chair's Report

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

20/323 The report was **noted**.

3.3.2. Board and Committee Appointments (Chair)

20/324 The Chair presented the recommendations of the Nominations Committee in respect of Board and Committee appointments. The Board noted the OfS public interest governance principle in relation to Board members being 'fit and proper persons'. They received assurance on this from the appointment process checks, including reference checks, due diligence (including public records checks) and self-declarations on appointment. Board Member Terms of Appointment were issued on appointment and re-appointment (which required members to comply with the OfS regulatory requirements including the fit and proper persons test) and self-declaration forms and due diligence checks were also refreshed on re-appointment to the Board.

Mr Pullen withdrew from the meeting.

20/325 The Board **approved** the appointment of Des Pullen as an independent Board Member for a second term of 3 years commencing immediately upon the expiry of his first term on 7th July 2021.

Mr Pullen re-joined the meeting.

Mr Furniss withdrew from the meeting.

20/326 The Board **approved** the extension of David Furniss' appointment as Chair of Finance and Resources Committee to coincide with the end of his second term on the Board on 28th February 2023.

Mr Furniss re-joined the meeting.

20/327 The Board **approved** the appointment of Marguerite 'Maggie' Frost as an independent Board Member for an initial term of 3 years commencing from 1st June 2021.

20/328 The Board **approved** the appointment of Maggie Frost as an independent Board Member of ARG from 1st June 2021 for a period that runs concurrently with her Board membership.

3.3.3. Board Chair Recruitment Process (Chair)

Mrs Lang, as Deputy Chair, took the Chair for this item and Prof Conder remained in the meeting as an observer only. Mr Pullen and Ms Fahmy withdrew from the meeting and the Deputy Chair confirmed that there were no other Members present who had an interest in applying to become Chair.

20/329 Mrs Lang reminded Members that Prof Conder was due to retire as Chair on 10th July 2022. The Nominations Committee was therefore recommending a process and timeline to recruit his successor. A timeline was proposed with a recruitment campaign being commenced in June 2021 (closing September 2021) and applications from current Board members would be invited concurrently with external applications to help ensure a wide pool of candidates. The timetable also allowed for a 3-month hand-over period as recommended by Nominations Committee. A Chair of the Board role description, based on CUC guidance and regulatory guidance, was also recommended for approval.

20/330 A selection panel comprising Mrs Lang, Mr Furniss, the Vice-Chancellor and the Clerk to the Board was proposed (with the possibility included by Nominations Committee of an additional independent member to be finalised once details of any internal candidates was known) and delegated authority was sought for this panel to agree the details of selection activities (in addition to interview) and the external advertisement content. Members discussed how diversity would be achieved, and it was noted that this would be an open competition (rather than an election process as used in the past) and the role would be widely advertised via numerous channels including those focused on diversity. The approval of the Chair appointment remained with the full Board and was not delegated to the selection panel or to Nominations Committee. Mrs Lang asked Board members to confirm the selection panel of four members noting that the full Board would be required to approve any proposed appointment.

20/331 The Board **approved** the timetable for the recruitment and selection of a Chair of the Board.

20/332 The Board **approved** the Chair of the Board role description.

20/333 The Board **approved** the selection panel composition and delegated authority to the selection panel to determine the final selection activities and the external advertisement content.

Mr Pullen and Ms Fahmy re-joined the meeting and Prof Conder took the Chair.

3.3.4. Honorary Awards Update (Chair)

20/334 The Chair reminded members that details of nominations remained strictly confidential until they were publicly announced ahead of the award ceremonies. The VC explained that due to the Covid restrictions the nominees approved by the Board in May 2020 had not yet been invited to accept honorary

awards. Timing and details of the arrangements for the 2020 and 2021 award ceremonies remained uncertain, therefore the VC would continue to exercise the discretion delegated to him by the Board to decide when the invitations would be issued. Due diligence on the nominees would be refreshed before the invitations were issued. Any concerns about the continued appropriateness of nominees would be brought back to the Board for consideration.

20/335 The Board **noted** the update.

3.3.5. Draft External Board Review - Action Plan (Chair/Clerk to the Board)

20/336 Following on from the presentation of the findings of the external Board review at the Feb meeting, the Clerk to the Board presented a draft action plan to take forward the recommendations of that review. The Plan had been drawn-up jointly with the Chair of the Board and the VC (as agreed at the last meeting) and set out the proposed next steps for each recommendation, including referral to Board committees where the recommendations sat within their terms of reference. The Clerk would work with Committee Chairs to build these actions into future agendas and a status update with recommendations would be provided to the October 2021 Board meeting. It was also noted that some recommendations would require further consideration at the Board after Committee discussions.

20/337 It had also been a recommendation of the external reviewer that a short, summary version of the report (appended to the paper as presented to the February Board) be published in the interests of transparency and good governance and it was recommended that the Board approve this publication with immediate effect.

20/338 The Board **approved** the draft Action Plan and **approved** the publication on the BU website of the Summary report.

4. Strategic Matters

4.1. Key Performance Indicators (VC)

20/339 The VC presented key points from the KPI report. The data on students on placements had been updated for 2019/20 and BU continued to outperform the sector at 43% compared to a sector figure of 7%. This figure would decline, however, as the impact of Covid restrictions on placements started to show in the data. A further Department had achieved an Athena Swan award, bringing the total to 4 departments. Societal impact measures were positively affected by good carbon emissions data, which was above the sector.

20/340 As at April 2021 all financial indicators were either meeting the minimum requirements or progress was being made towards the financial strategy targets. Cash days had increased from 95 to 114, as a result of the additional £10million credit facility. The Acid Ratio had reduced to 0.66 but this was expected and would increase again once the next Student Loans Company (SLC) payment was received. The Board Chair noted the importance of this measure and the importance of continuing to build the University's reserves to a consistently appropriate level across the year.

20/341 Areas that required further careful monitoring were the student/staff ratio (SSR) which remained high at 19.9 and was below the sector comparator. The Chair agreed that this was disappointing but recognised that the SSR represented a significant cost and it was necessary to be realistic regarding the financial position. There would be further discussion at the October Board to include the impact of the SSR on league table results, although the VC expected this to be an issue across the Sector. Research income also remained challenging and the DVC explained that the Research Assessment Intensity data would be updated with the REF submission and was expected to improve, although the results would not be known

until 2022.

20/342 The Board **noted** the KPI report.

4.2. Review of UK & EU Undergraduate Fees 2022/23 and Access and Participation Plan Update (DVC)

20/343 The Chair confirmed that no Members had any declarations to make under this item. The DVC reminded Members that the Board had previously delegated approval of fees for 2022/23 entry, but the approval of UK and Irish undergraduate fees remained reserved to the Board. In the absence of any further government policy developments it was taken that the cap on fees of £9,250 still applied and it was recommended, therefore, that the fees be approved unchanged. Noting fees had been frozen since 2017, Members asked what this equated to in terms of financial loss to the University. The IDoF estimated it would be approximately £1 million per year, assuming an inflationary increase of around £250 per year for new entrants (as previously applied).

20/344 On the Access & Participation Plan, the DVC explained that the OfS had confirmed that their approval of the Plan would roll-over to 2021/22 on the same basis as the previous approval. An annual monitoring return was still required by OfS, and this had been submitted in April 2021, which set out plans to make further progress in certain areas as detailed in the report. The Board noted the areas where further progress was required.

20/345 The Board **approved** the recommendation that undergraduate fees for UK/Irish national entrants in 2022/23 are unchanged over previous levels: for standard foundation programmes at £6,000; for science-based foundation programmes at Wiltshire College at £8200; and all other undergraduate programmes at £9,250.

4.3. Research Excellence Framework (REF) Update (DVC)

20/346 The DVC introduced this report which updated the Board on the REF 2021 submission, the results of which would be published in Spring 2022. The submission covered activity over the past 5 years and involved hundreds of staff and reviews of outputs and impact case studies. The submission demonstrated a large increase in research capacity since the REF2014 submission, including a growth in the proportion of staff submitted of 169%, exceeding the increase across the sector of 46%.

20/347 In completing the submission, BU was required to identify those with significant responsibility for research and the approach to this was set out in a REF Code of Practice, linking to Fusion. The definition was quite broad and very inclusive. Equality analyses were undertaken in line with this Code of Practice and the equality profile of the submission was more representative of BU's academic community than in REF2014.

20/348 Members congratulated the DVC and staff on the submission and discussed the expectations for REF over the next 5 years in terms of maintaining progress and responding to cost pressures. The DVC noted that some indicators on inclusivity were likely to plateau soon, and the focus would continue to be on translating the results into bidding activity and income generation.

20/349 The REF update report was **noted**.

5. Financial, Operational and Other Matters

5.1. Microsoft Licenses Business Case (COO)

20/350 The COO presented this business case, on the recommendation of FRC, which was in response to the new Microsoft 365 Licensing model which moved away from site licences towards licences based on unique user log-ins. The new model was more expensive but did provide additional functionality, including improved security, multi-factor authentication (MFA) and support. A 3-year transition deal was available, with costs increasing each year until the full cost was reached in year 3. The business case showed maximum estimated costs, but work was being done to reduce these as far as appropriate (including completion of a review of numbers required). Two possible options were proposed, with option B recommended (Microsoft A5, including the phone system) subject to further work on the phone system aspects. Failing that, option A would be implemented (Microsoft A3 plus A5 security (no phone system)).

20/351 Mr Pullen reiterated the point raised by FRC that effective change management would be an essential factor in the success of this project, and asked what progress was being made on the appointment of an IT Director. The COO responded that the position would be advertised within the next 2 weeks, with interviews taking place in July. Ms Fahmy also supported the business case but noted the possible longer-term risks of concentrating solely on one product/provider.

20/352 The Board **approved** the Business Case to enable implementation of a new Microsoft 365 licensing model to replace the existing campus licence by end August 2021 so as not to impact staff or student continued use of Microsoft products.

20/353 The Board **approved**:

- The 10-year budget of **£[Redacted]** for the BU Microsoft licence estate
- An initial 3-year deal as per Option B (paragraph 2.4.1) - **£[Redacted]** over 3 years – an uplift of approximately **£[Redacted]** over the legacy licensing arrangements. However, if the proof of concept for the phone system integration is unsuccessful then BU would proceed with Option A.

5.2. Application to Register Bournemouth University as an End Point Assessment Organisation (DVC)

Professor Vinney and Mr Pullen withdrew from the meeting for this item.

20/354 The DVC introduced this business case, on the recommendation of FRC, and explained that all apprenticeship programmes required an end point assessor. The Faculty of Health and Social Sciences (FHSS) offered apprenticeships in Advanced Clinical Practice (ACP) and was now seeking to apply to become an End Point Assessor Organisation. These assessors had to be different from the people delivering the programme, so independent assessors would need to be appointed.

20/355 The Board **approved** the business case that the University apply to register with the Education and Skills Funding Agency as an End Point Assessment Organisation in relation to the MSc Apprenticeship in Advanced Clinical Practice so that it can complete End Point Assessments and comply with its contractual obligations in relation to this apprenticeship programme.

20/356 The Board **delegated authority** for the Deputy Vice-Chancellor, or in his absence the Chief Operating Officer (but not the Vice-Chancellor due to his potential conflict of interest), to accept the Education and Skills Funding Agency's terms and conditions of registration as an End Point Assessment Organisation and sign all other documents necessary for the University to enter into arrangements as an End Point Assessment Organisation and receive funds of up to **£[Redacted]** over the period 2022-2031.

Professor Vinney and Mr Pullen re-joined the meeting.

5.3. Statement of Primary Responsibilities (SoPR) (Chair/Clerk to the Board)

20/357 The Clerk to the Board presented a revised draft SoPR which had been reviewed and updated to ensure that it expressly reflected the Board's regulatory oversight role, with a new section which set out the Board's responsibilities as summarised in OfS condition E3. ARG had considered the amendment and recommended it to the Board.

20/358 The SoPR was **approved** by the Board.

5.4. Annual Report on Fundraising and Sponsorship (COO)

20/359 The Chair explained that the purpose of this report was to ensure that the Board had visibility on the funds raised (both donations and sponsorship) and the approvals given to accept those funds and the costs of raising those funds to meet charity law requirements. The COO introduced this report and highlighted that it had been a disappointing year in terms of income generation due to the impact of Covid and the fact that some projects, which had been the subject of fundraising activity, had been paused to preserve cash-flows. A review of the University's fundraising champions was underway, and there would be scope for further Board member involvement.

20/360 The Board **noted** the report.

5.5. Annual Report on Restricted and Unrestricted Funds (IDoF)

20/361 The Chair explained that the purpose of this report was to ensure that the Board received assurance from the Finance team about the Restricted and Unrestricted Funds held and their expenditure to ensure that funds are only used for the legally permitted purposes and that Finance are accounting for interest and monitoring to ensure that all funds are used only for the purposes permitted by charity law and in a timely manner as required by charity law. The IDoF introduced this report and highlighted that the highest amount of restricted funds had been for the Bournemouth Gateway Building, which had now been expended.

20/362 The Board **noted** the report.

6. Committee Reports

6.1. Remuneration Committee (11 February 2021) (Mr Pullen)

20/363 The minutes were **noted**.

6.2. Nominations Committee (11 February 2021) (Chair)

20/364 The minutes were **noted**.

6.3. Audit, Risk & Governance Committee (19 March 2021) (Mrs Lang)

20/365 The minutes were **noted**. Mrs Lang updated the Board on further discussions with the internal auditors and confirmed that the new audit lead and her team had now been confirmed.

6.3.1. Risk Register

20/366 The Risk Register had been further updated since ARG consideration and was **noted**.

6.4. Finance & Resources Committee (22 January 2021) (Mr Furniss)

20/367 The minutes were **noted**.

6.5. Management Accounts and Cash flows (IDoF)

20/368 The Management Accounts and Cash flows as reported to FRC were **noted**.

6.6. Senate (February 2021) (VC)

20/369 The minutes were **noted**.

7. Any Other Business (Chair)

20/370 The COO advised that the University was finalising a submission on the Race Equality Charter (REC) and this included a question on the ethnicity of Board members. Similar data had previously been collected as part of the HESA return, however, as the REC data differed in how it was categorised it would be necessary to email all members and ask them for the data if they were comfortable to provide it. It would be used solely for this purpose and anonymised and further details would be set out in the email request.

20/371 The Chair and Deputy Chair and Members thanked Mr Beal, who had come to the end of his second term of office, for his excellent contribution to the work of the Board and the Audit, Risk & Governance Committee.

8. Date of Next Meeting

Friday, 9 July 2021, 9.00am.