

University Board Meeting (By MS Teams video conference)

Minutes of a meeting held on 17 July 2020

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 (Items 1 to 4.3.2)
Alistair Brien	Independent Board Member
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
Jean Lang (Deputy Chair)	Independent Board Member
Naomie Lebe	President, Students' Union at Bournemouth University
Sara Luder	Independent Board Member
Prof Tim McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
Tola Oloyede	Independent Board Member
Des Pullen	Independent Board Member
Prof Tim Rees	Senate Member of the Board
Prof John Vinney	Vice-Chancellor (VC)
Deborah Ward	Independent Board Member

In attendance

Geoff Rayment (Committee Clerk), David Reeve (Interim Director of Finance (IDoF)), Deborah Wakely (Clerk to the Board)

Meeting minutes

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

19/300 Apologies were noted from Mr Jones and Mr Kane. Mr Beswick advised that he would need to withdraw from the meeting from 10.30am. The Chair welcomed newly elected SUBU President Naomie Lebe to her first Board meeting.

19/301 There were no new declarations of interest to declare. It was noted that, to avoid any potential conflicts of interest, the Students' Union President (Chair of the SUBU Board of Trustees) would withdraw from the meeting for Items 4.3.3 (SUBU Grant) and 5.3 (SUBU Bylaws and lease amendments).

2. Minutes of Previous Meetings (Chair)

2.1. Minutes of the University Board Meetings, 20th April 2020, 1st May 2020 and 12th May 2020

19/301 The minutes of the previous meetings were **approved** as an accurate record.

2.2. Matters Arising and Actions Register

19/302 All actions were either completed, not yet due, or dealt with via the substantive agenda items (below). On Action 159 (Furlough payments) the IDoF explained that a claim had been submitted for the 4 months to the end of June to the value of approximately £[Redacted]. A further claim would be submitted for July and August in the region of £[Redacted]. A final claim would then be submitted for any outstanding amount.

3. Context Setting and Update Reports

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

19/303 The VC highlighted key points from his update report. Ongoing regular discussions with OfS on the response to Covid-19 and the University's financial position were continuing to be positive with the next meeting due to take place at the end of August. Admissions policies continued to be of interest to the OfS and they had issued a moratorium on unconditional offers along with a new student number controls regime.

19/304 The Government had confirmed that EU students from 2021/22 would no longer be eligible for tuition fee or maintenance loans and it was expected that they would pay fees on the same basis as other international students. Recommendations for new fee structures would be presented to the Board in due course. Meanwhile, arrangements for re-opening the campus were being progressed, focusing on education delivery through blended learning. Members asked how many EU students the University had and the DVC estimated it was around 200 undergraduate and 200 postgraduate students. The University was not considered to be significantly exposed in this respect.

19/305 [Redacted] It was agreed to provide Members with a paper listing all current overseas partnerships for information.

Action: Circulate a current list of the University's overseas partnerships to Board members [*Clerk's note this is in addition to the regular annual update due at the November Board*].

Action by: VC

19/306 The VC informed the Board that Gavin Williamson, Education Secretary, had announced a new Government scheme to support Universities at risk of insolvency. The Scheme, however, had several conditions linked to restructuring and focusing on making changes to achieve government objectives. It appeared to place significant restrictions on universities needing to access the support.

19/307 The Faculty of Management and The Business School had previously been restructured into four interdisciplinary departments. In order to capitalise on the AACSB Accreditation, it has been agreed that the Faculty would now be renamed 'Bournemouth University Business School' (BUBS).

19/308 On league tables and metrics, HESA had published the results of the new Graduate Outcomes survey. This replaced the DLHE survey, but the results were not directly comparable due to differences in the structure and the questions.

19/309 The Complete University Guide had been published in May and BU dropped 16 places due to a range of factors including poor overall NSS results in 2019, student/staff ratio and entry standards. The Times Higher Education had released their Young University Rankings for 2020 and BU was ranked in the top 100 for the first time.

19/310 The results of the National Student Survey had been published on 15th July. BU's overall satisfaction has risen by 1.88% to 80.19% with the sector-wide figure declining by 1% to 82.65%; BU was now 2.46% behind the sector and no longer significantly different to its benchmark of 81.56%. Overall results had improved for teaching; learning opportunities; assessment and feedback; and student voice. The VC agreed to circulate the full detailed analysis of the results to Members when available.

Action: Circulate an analysis of the NSS results to Members.

Action by: VC

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

19/311 The Chair welcomed newly elected SUBU President Naomie Lebe and invited her to present key

highlights from her report, noting that it was a particularly challenging time for her and the full-time officer team to take on their new roles.

19/312 Miss Lebe summarised the key SUBU priorities for the coming year. Providing advocacy for students during the ongoing Covid-19 pandemic was a top priority, including the impact of the crisis on those from widening participation backgrounds, and issues arising from the move to increased online delivery. The incorporation of SUBU, including revised bylaws, remained on track for the coming year.

19/313 SUBU would continue to prioritise and support the Black Lives Matter movement and work to challenge racism in higher education and lobby for more diverse curriculums. SUBU would work to promote better engagement and integration for international students.

19/314 Members noted the reference in the report (2.13) to feedback gathered from the SimOn feedback tool and the launch of a Covid specific survey and asked whether more detailed information could be provided on the outcomes.

Clerk's note: due to difficulties with the video conferencing connection it was agreed to follow-up by circulating that question and the response to members by email.

3.3. Chair's Report (Chair)

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

19/315 The report was **noted**.

Board and Committee Appointments

3.3.2. Changes to Senate Board Member's Terms of Office on Senate and update to the Board, Senate and Committee Policy

19/316 The Board **approved** changes to the *University Board, Senate and Committees Policy and Procedures* and requested the Vice-Chancellor to present the amended Policy to Senate in the Autumn. The amendment allowed a member of Senate who was appointed as the Senate Member of the Board, to have their term on Senate extended from three to four years without the requirement for an election. This was intended to allow them to serve a full 3-year term on the Board.

3.3.3. Senate Member of the Board Appointment

19/317 On the recommendation of Nominations Committee the Board **approved** the appointment of Professor Carol Clark as Senate Member to the Board with effect from 1st August 2020 for a three-year term co-terminus with her Senate membership.

4. Strategic and Financial Matters

4.1. Key Performance Indicators (KPIs) (VC)

19/318 The VC highlighted key points from the latest KPI report, noting that the KPI set itself would be presented for a full review at the October Board meeting as previously agreed. The report showed positive movements in Advancing Knowledge measures where the percentage of academic staff involved in interdisciplinary co-publications / bids increased by 1.7% to 21.3%. The percentage of publications co-published with international authors, had improved slightly to 49.8%. However, further improvement would be required to achieve the BU2025 targets of 30% and 70%, respectively.

19/319 Research income targets remained challenging, but bidding activity had increased during lockdown. The proportion of Departments achieving critical mass however showed signs of improvement in the number of professors having teams of aligned staff. Members asked whether the University might review its business strategy in light of the significant external changes. The VC explained that the high-level strategy remained unchanged but agreed that it was important to keep an eye on the horizon and review the underlying implementation plans as necessary. There would be a further opportunity to consider these

matters at the October Board meeting.

19/320 The KPI report was **noted**.

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4.2. Update on Proposals for Increased Borrowings (IDoF)

19/321 The IDoF presented this update paper and recapped the current position in respect of facilities available for borrowing.

19/322 to 19/325 [Redacted]

19/326 The update report was **noted**.

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4.3. University Budget 2020/21 (IDoF/VC)

4.3.1. BDO HEI Bulletin

19/326 The IDoF presented this report which the external auditors had issued to all their HE clients, flagging the impact of Covid-19 on University finances. It raised several questions which governors should be asking, responses to which had been prepared by the IDoF and were appended to the report. Information was also given on the impact on financial reporting, the effect of any relevant covenants, disclosures and narrative reporting in the accounts.

19/327 [Redacted]

19/328 Mr Furniss explained that the FRC had received the BDO bulletin along with the responses to the points raised. They had particularly looked at financial viability for the next 12 months and noted the risks, such as possible delays with planned property disposals, which could impact on liquidity. The Board would have to take responsibility for robustly scrutinising the financial position at year-end and the evidence presented to support the going concern position. Mrs Lang added that the BDO bulletin had also been considered by ARG and it demonstrated the need for strong, ongoing communication between the external auditors and the IDoF.

19/329 The Board **noted** the report.

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4.3.2. University Budget 2020/21

19/330 The IDoF presented the proposed budget which was recommended by FRC. Outturn for the current year was good with strong postgraduate recruitment in January. [Redacted]

19/331 As mentioned previously, costs were being controlled through the VSS with the potential for a further compulsory redundancy programme if necessary, subject to the regulatory consultation with the Unions. A transformation team had also been established to look at LEAN processes and non-pay cost reduction opportunities in other areas.

19/332 A cash-flow summary was presented with the budget [Redacted]. A sensitivity analysis, covering several scenarios, was presented with the budget. A note of a telephone conversation with BDO was also provided (with BDO's consent), which demonstrated that the budget assumptions were considered reasonable and flagging the going concern focus and risks associated with any delay in the property disposals.

19/333 Mr Furniss confirmed that FRC were content to recommend the draft budget to the Board for approval, noting that it would need to be stress tested again in the autumn when the student recruitment position was known, with careful scrutiny of the validity of the going concern statement. It was vital that the University's reputation must not be put at risk. It was also noted that regular and ongoing monitoring of the cash flows and the budget position by UET, FRC and the Board would continue to be essential.

19/334 [Redacted]

19/335 The budget was **approved**.

4.3.3. Student's Union and Bournemouth University (SUBU) Grant

The SUBU President withdrew from the meeting for this item.

19/336 The Interim Director of Finance presented the proposals for the University's grant to SUBU which, as it exceeded £1 million in value, required Board approval under the University's Financial Authority Limits. The total proposed grant for 2020/21 was £1,071,000. This was a 10% reduction on the previous year's grant of £1,190,000 due to the need for the University to reduce its overall cost base, especially in the light of the uncertainty regarding student recruitment in the autumn.

19/337 The proposed reduction had been communicated to SUBU who were compiling their budget based on this amount. If the University's income proved better than forecast, then the level of grant could potentially be reviewed and any updated proposal brought to the Board.

19/338 The Clerk to the Board clarified that SUBU was a separate charity with its own Board of Trustees. However, the Board had certain responsibilities and oversight as set out in the Education Act and the Code of Practice for the Students' Union. The COO also explained that SUBU had other commercial income streams in addition to the block grant, although these commercial activities, such as the Summer Ball and the Old Fire Station, had been severely impacted by the Covid-19 restrictions and most of the staff had been furloughed. Nevertheless, SUBU had a relatively large cost base and was actively reviewing expenditure to make savings where possible and the University would support them in making any changes required.

19/339 The Board **approved** the grant to SUBU for 2020/21 of £1,071,000.

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4.4. Reserves Policy (IDoF)

19/340 -342 [Redacted]

19/343 The Reserves Policy was **approved**.

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4.5. Approval of Change Request to Bournemouth Gateway Building Project (COO)

19/344 – 346 [Redacted]

19/347 The Board **approved** additional funding in the sum of £[Redacted] including VAT resulting in a revised total project budget of £[Redacted] to provide for a negotiated settlement with the main contractor, Kier, in relation to exceptional costs incurred due to the impact of Covid-19 on construction and recognition of the revised full building operational date of January 2021.

19/348 The Board **approved** the waiver of BU's contractual claim for damages as part of the settlement negotiations.

19/349 The Board **delegated** authority to the COO or in his absence the VC or another member of UET to sign the Settlement Agreement on behalf of the Board. In case the Settlement Agreement is required to be executed by Deed the Board resolved to specially authorise any two of the following individuals to witness the application of the seal on behalf of the Board: any two from the members of UET and the Director Estates.

4.6. Financial Regulations (IDoF)

19/350 The IDoF presented the revised Financial Regulations, which had been recommended to the Board by ARG subject to several amendments. These were set out in the paper and had been incorporated into the updated document and recirculated to ARG members. One additional matter had arisen in relation to

the Financial Authority limits. Following the resignation of the Director of IT, approval was sought to temporarily increase the authority limit of the Deputy Director of IT to match that of the Director of IT as the Deputy would be covering a list of responsibilities from the Director's role on an interim basis pending a permanent replacement being appointed.

19/351 The Board **approved** the revised Financial Regulations and the temporary (pending the appointment of a new permanent Director of IT) increased financial authority limit for the Deputy Director of IT to commit to financial transactions and sign contracts (income or expenditure; revenue or capital) up to a maximum of £200,000.

4.7. Annual Report on Fundraising and Sponsorship (COO/IDoF)

4.7.1. Annual Report on Fundraising and Sponsorship

19/352 The COO presented this annual report which now came to the Board following the disbanding of the Development Funding Committee (DFC). It comprised an annual update on the income and expenditure of the department, with a list of donations. The COO emphasised the strictly confidential and sensitive nature of this data.

19/353 Key points of interest were that funds raised were [Redacted]. Some fundraising events had been cancelled due to the pandemic and £[Redacted] had been given to the Covid-19 student emergency hardship fund. As the Arne House building project was not proceeding, other initiatives were being sought which the fundraising team could support. Members asked for further details of the cost of fundraising, including a fundraising cost/income ratio target to understand what would represent a successful outcome and the COO agreed to circulate this information. The report was **noted**.

Action: circulate a note to Board members giving further details of the cost of fundraising, including a cost of fundraising/income ratio target.

Action by: COO

4.7.2. Annual Report on Restricted and Unrestricted Funds

19/354 The IDoF presented this report, which had previously been submitted annually to the DFC. It outlined the movement of former Bournemouth University Foundation (BUF) funds (restricted and unrestricted) between 1 April 2019 and 30 June 2020 and provided: a list of restricted funds; the use of restricted funds and assurance as to their application in accordance with the fund restrictions; the interest earned on all former BUF funds and other fundraising proceeds (including restricted funds); the investment of all former BUF funds and other fundraising proceeds. £[Redacted] of restricted funds had been received during the year and £[Redacted] expended. The support of Santander, as the largest donor and a significant supporter of HE, was welcomed. [Restricted]

19/355 The report was **noted**.

4.8. Payment Card Solution (Barclaycard) (IDoF)

19/356 The IDoF presented this proposal on the recommendation of FRC. The University had a contract with Barclaycard for the provision of e-purchasing cards that would expire in July 2020. Approval was sought for a new framework contract for an initial 3-year period to July 2023 with an option to extend for a further twelve months for a new Payment Card Solution with the existing supplier Barclaycard. The new contract would utilise the direct award function allowable via the Crown Commercial Service (CCS) framework. A desktop review of the current suppliers available through the CCS Framework Agreement confirmed that Barclaycard continued to offer best value for money.

19/357 The Board **approved** the proposed payment card solution with Barclaycard and **delegated** authority to the Chief Operating Officer (or in his absence the Vice-Chancellor or Deputy Vice-Chancellor) to review and approve the Contract Authorisation Form and to sign the contract and related documentation on behalf of the Board.

4.9. Partnership with the New NHS Trust covering Bournemouth, Christchurch and Poole

19/358 The COO presented this proposal which was being presented directly to the Board. The University

had established links with Poole Hospital NHS Foundation Trust and The Royal Bournemouth and Christchurch Hospitals NHS Foundation Trust. The two Trusts were due to merge into a single entity in October 2020 and approval was sought to adopt the title University Hospitals Dorset NHS Foundation Trust (UHDFT).

19/359 The arrangement benefited the University's ambitions in the medical science strategic investment area. Existing links with UHDFT included BU Clinical Research Unit, the Orthopaedic Research Institute, the Institute of Medical Imaging and Visualisation, the Ageing and Dementia Research Centre as well as providing student placements.

19/360 A shadow Board had been created for the merged Trust and it had requested approval from BU's Board to formalise arrangements for an academic partnership by entering into a Memorandum of Understanding (MoU) to be completed once the new Trust has become a legal entity. The MoU would set out potential areas of future collaboration and provide a governance structure for the partnership. It would not commit either party to any specific collaborations or financial commitments. A copy of the proposed draft MOU was presented for information.

19/361 The Academic Quality team has confirmed the proposal to enter into an academic partnership MoU with a UK NHS Trust required minimal due diligence and this proposal was considered low risk. A formal due diligence report would be completed by Academic Quality and Legal Services and approved by FHSS prior to the MoU being signed. The proposal had also been referred to Senate who had given their approval.

19/362 The Board **approved** the proposal that BU to enter into a partnership with the merged Trust to satisfy the requirements of the shadow Trust's Board and confirm BU's commitment to this which will be set out in a MoU with the merged Trust once it has become a legal entity.

5. Operational Matters

5.1. Compliance with OfS Ongoing Conditions of Registration (DVC/Academic Registrar)

19/363 The DVC presented key points from this report which came to the Board on the recommendation of ARG. To be registered with the OfS a higher education provider must meet ongoing conditions of registration. A report on compliance was prepared following initial registration with the OfS, and this report provided a further update for the 2019/20 academic year to date. The summary overview of compliance assurance included recent changes as a result of the Covid-19 pandemic. Members also noted the Government's moratorium on any undergraduate unconditional offer-making for the remainder of the current admissions cycle (applicable to offers for undergraduate study in the 2020/21 academic year). The OfS had now imposed a new time-limited condition of registration Z3 'to protect the stability and integrity of the English higher education sector during the unprecedented circumstances of the coronavirus pandemic'. The condition applied to all registered providers until 30 September 2021. The implications of this new condition on the University's offer-making strategy for 2021/22 entry were under consideration and the Board would be provided with further updates.

19/364 The Board **noted** the report.

5.2. Student Complaints and Appeals Annual Report (DVC)

19/365 The DVC presented highlights from the annual report on student complaints and appeals. The report also provided assurance of compliance with condition C2 of the OfS regulatory framework, which states that providers must co-operate with the requirements of the student complaints scheme run by OIA.

19/366 The number of academic complaints had reduced slightly, with the total number remaining small (47) and none being received from partner colleges. The data was analysed with a view to identifying any clusters of complaints or indications of systemic problems. One area had been identified in relation to the timing of decisions on exceptional circumstances, which resulted in a pilot scheme to hold circumstances boards more regularly. In terms of cases referred to the Office of the Independent Adjudicator (OIA), fewer BU cases were referred to OIA than other Institutions within the same band, and OIA outcomes supported the appropriateness of BU's processes. Mrs Alliston advised that she was the complaints handler for her Faculty and confirmed that in order to best support the student experience there was a drive to achieve early resolution of issues wherever possible and this meant that many issues were dealt with before entering the formal complaint process covered by this report.

19/367 The Board **noted** the report.

5.3. SUBU Bye-laws update and Lease amendments on incorporation (SUBU Chief Exec/COO/Legal Services)

The SUBU President withdrew from the meeting for this item.

19/368 The COO sought the Board's approval of lease amendments for those buildings leased to SUBU, as part of the process of incorporation. The proposal was recommended to the Board by the ARG. The new SUBU bylaws had also been due to come to the Board for approval but were still in the process of being finalised. The Board was asked, therefore, to delegate authority to ARG to approve them over the Summer.

19/369 The Board **approved** that the University enter into the necessary documentation to enable the Incorporated SUBU to operate out of the same venues and on the same terms as the Unincorporated SUBU and in particular to the variation of the lease of the Old Fire Station; the assignment and variation of the lease of part of the Student Centre and part of Poole House; and to enter into a catering agreement with the Incorporated SUBU.

19/370 The Board **delegated** authority by way of a written resolution (passed in the Board meeting and evidenced in these minutes) specially authorising any two individuals from the members of the Executive Team and the Director of Estates 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.

19/371 The Board **delegated** final approval of the SUBU bylaws to the Audit, Risk & Governance Committee by electronic circulation of a written resolution when in final form.

5.4. Melbury House Exercise of Lease Break (COO)

19/372 On the recommendation of FRC, the Board **approved** this Business Case to exercise the lease break clause for Melbury House with effect from 31 August 2021.

19/373 The Board **delegated** authority to the Chief Operating Officer or in his absence the Director of Estates to sign the relevant break notice on behalf of the Board.

5.5. Lease of Units 7 and 8 Royal London House (COO)

19/374 On the recommendation of FRC, the Board approved a new lease of Units 7 & 8 of Royal London House at a rent of [Redacted].

19/375 The Board delegated authority by way of a written resolution (passed in the meeting and evidenced in these minutes) specially authorising 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.

6. Committee Reports

6.1. Finance & Resources Committee (19th June 2020) (Mr Furniss)

19/376 The minutes were **noted**.

6.1.1. Management Accounts (IDoF)

19/373 The management accounts were **noted**.

6.2. Senate (26th February 2020 and 10 June 2020) (VC)

19/374 The Senate minutes were **noted**.

7. Any Other Business (Chair)

19/375 The Chair thanked Prof Rees on behalf of the Board for his excellent contribution to the work of the Board during his extended term of office as Senate Member of the Board.

8. Date of Next Meeting

Friday 2nd October 2020, 9.00am to 12.30pm