

# University Board

22 November 2019, 09:00 to 12:30

Boardroom, 5th Floor, Poole House, Talbot Campus

## Present

### Board members

Richard Conder (Chair), Paula Alliston (Professional & Support Staff Member), Jim Andrews (Chief Operating Officer), Ade Balogun (President, Students' Union at Bournemouth University), Nicholas Beal (Independent Board Member), John Beswick (Independent Board Member), Alistair Brien (Independent Board Member), Annette D'Abreo (Independent Board Member), Karima Fahmy (Independent Board Member), Lois Farquharson (Academic Staff Member), David Furniss (Independent Board Member), Karl Hoods (Independent Board Member), Stuart Jones (Independent Board Member), David Kane (Independent Board Member), Jean Lang (Deputy Chair), Sara Luder (Independent Board Member), Tim McIntyre-Bhatty, Tola Oloyede (Independent Board Member), Tim Rees (Academic Staff Member), John Vinney (Vice-Chancellor), Deborah Ward (Independent Board Member)

### In attendance

Emma Butler (Internal Audit, PwC (Items 7, 8, 9, 10)), Sarah Hutchings (Deputy Finance Director (Items 7, 8, 9, 10)), David l'Anson (External Audit, BDO (Items 7,8, 9, 10)), Yemi Oluseun (Board Apprentice (Observer)), Geoff Rayment (Committee Clerk), Deborah Wakely (Clerk to the Board)

In order to manage the lengthy agenda effectively, the Committee noted that papers annotated '\*\*' would not be presented but questions would be taken. Papers annotated '\*\*\*' would be taken as read.

## Meeting minutes

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

19/045 The Chair welcomed Dr Lois Farquharson, newly appointed Academic Staff Member and apologies were noted from Mr Beards and Mr Pullen.

19/046 Members were invited to raise any new declarations of interest or existing declarations relevant to any of the agenda items below. There were no interests to declare. Prof McIntyre-Bhatty advised that he was no longer a member of the Board of the Quality Assurance Agency (QAA) (in respect of agenda item 17, below)

### 2. Minutes of Previous Meetings

#### 2.1. Minutes of the University Board Meeting, 4 October 2019 (Chair)

19/047 The Minutes were approved as an accurate record.

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

19/048 The Actions Register was noted. All actions were either completed, not yet due or addressed under the agenda items below.

## Context Setting and Update Reports

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

19/049 The VC presented his update report. In terms of external developments there was little to report beyond the publication of the election manifestos. The OfS had hosted a training event for accountable officers. The University had responded to an OfS request for information on unconditional offers and the Access and Participation Plan had been approved without any enhanced monitoring measures (both appended to the VC's report).

19/050 On internal developments, the UCU had secured a mandate for strike action and action short of a strike in response to the national pay negotiations for 2019/20. Strike action was planned for 8 working days commencing 25th November. Business continuity plans were in place to address any impact arising from the industrial action.

19/051 The VC summarised developments regarding cash-flow forecasting and additional borrowing since the discussion at the previous Board meeting. [Redacted]

19/054 The draft alternative investment plan had been submitted to both internal and external auditors for scrutiny, and they had advised that further headroom would be needed during the January and April cash-flow pinch-points. This led to a further iteration of the plan being produced and this was presented later on the agenda, having been considered by the Finance & Resources Committee at an extraordinary meeting.

[Redacted]

19/056 The VC explained that the PwC recommendations would strengthen financial controls and budgeting processes. BU2025 was still on-track, but with some changes to the pace of delivery, demonstrating that the Strategy was resilient. Moving forward, better information sharing would be established between those responsible for projects and the finance team.

19/057 The report was **noted**.

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### 4. SUBU Update Report (SUBU President)

19/058 The SUBU President's report was taken as read and **noted**.

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### 5. Chair's Report

#### 5.1. \* Chair's Action, Written Resolutions and Use of the University Seal (Chair)

19/059 The report was **noted**.

#### 5.2. Board Appointments (Chair)

19/060 The Board **approved** the Nominations Committee's recommendation that the University Board, Senate and Committees Policy and Procedures be amended to state that the total maximum time served on the Board by the Chair or Deputy Chair of the Board would not normally exceed nine years up to a total maximum time on the Board of 10 years. Mr Furniss explained that the reason for this was to bring the policy in line with accepted good corporate governance practice (the Financial Reporting Council's view was that independence could not be guaranteed after 9 years).

*Mrs Lang withdrew from the meeting.*

19/061 The Board **approved** the appointment of Mrs Jean Lang to serve a second three-year term as Deputy Chair of the Board commencing immediately upon the expiry of her first term (1st December 2019).

*Mrs Lang rejoined the meeting.*

19/062 The Board **approved** the appointment of Miss Marguerite Frost as an independent Member of the University Board for an initial 3-year term to commence as soon as the next independent Member vacancy arose, and as a co-opted Member of the Audit, Risk & Governance Committee with immediate effect.

*Professor Rees withdrew from the meeting.*

19/063 The VC explained that following the departmental changes Professor Rees had moved from the Faculty of Management to the Faculty of Health and Social Sciences and was therefore no longer the professorial member for the Faculty of Management on Senate. It was proposed (with the approval of Senate which had been given) that to ensure continuity Professor Rees would continue as an additional co-opted Senate member for the remainder of the academic year and therefore would continue on the Board until 31st July 2020. The Board **approved** the proposal that Professor Rees remain on Senate and the Board until 31st July 2020.

*Professor Rees re-joined the meeting.*

# Strategic and Other Matters

## 6. Key Performance Indicators (VC)

19/064 The VC presented the KPI report, noting that there had been positive movement in the indicators for the number of programmes recognised by Professional, Statutory and Regulatory Bodies (PSRBs); co-authored publications; and knowledge transfer partnerships. Two further Departments had achieved Athena Swan awards. It was agreed, at the request of Members, that future KPI reports would show the previous Critical Mass diagram alongside the current one so that the Board could clearly see the movement over time.

**Action:** KPI reports to show the previous Critical Mass diagram alongside the current one.

**Action by:** DVC

19/065 The Board **noted** the report.

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## 7. Revised Project Delivery Phasing and Cash-flow Forecasts (VC/COO/DVC)

*Ms Hutchings (Deputy Finance Director) joined the meeting.*

19/066 The VC introduced the revised project phasing plan which had been through several iterations.

[Redacted]

19/080 The Chair noted that following the opportunity for Board members to raised questions directly with the auditors during the meeting, provided that matters remained as set out verbally by the External Audit partner during the meeting, it was proposed to deal with final approval of the final draft of the External Audit report by out of meeting circulation. The Clerk to the Board advised that the final version of the External Auditor's annual report (subject to BDO's internal review) would be circulated to the Board for approval by written resolution (assuming that there were no further material changes requiring more detailed discussion).

**Action:** Circulate final External Audit report to the Board for approval by written resolution.

**Action by:** Clerk to the Board/Mr l'Anson

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## 8. Revised Annual Reports of the External and Internal Auditors (FD)

19/081 The Board **noted** the final internal audit report. The amended external audit report would be circulated for approval out-of-committee as above (19/079).

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## 9. Annual Report of the Audit, Risk & Governance Committee (Mrs Lang)

19/082 Mrs Lang presented the draft ARG annual report which would be completed to reflect the final auditors' reports and circulated to the Board out-of-committee for approval via written resolution, along with the External Audit report. It was noted that, in light of the cash-flow issues discussed above, the Committee expected to work with the Internal auditors moving forward to ensure that the assurance framework remained fit for purpose. The Committee would monitor the actions arising from the internal audit review.

**Action:** Circulate the final draft of the ARG Annual Report to the Board for approval by written resolution.

**Action by:** Clerk to the Board/ARG Chair.

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## 10. Financial Statements 2018/19 (FD)

19/083 Ms Hutchings presented the draft Financial Statements. The Statement of Internal Control had been updated to reflect the outcomes of the PwC review of cash-flows and advice had been taken on the drafting from both the external and internal auditors. It was agreed that, provided no material changes emerged from BDO's final internal review the final version of the Financial Statements would be circulated for approval by the Board via written resolution ahead of the final submission deadline to OfS.

**Action:** Circulate the final draft of the Financial Statements to the Board for approval by written resolution.

**Action by:** Deputy Finance Director/Clerk to the Board

*Ms Butler and Mr l'Anson withdrew from the meeting.*

## 11. Annual Report on the Activities of Senate (VC and ProfRees)

19/084 The VC presented the report summarising the Senate's annual cycle of activity for the previous year. This included details of the Senate Committees' work as well as Senate itself.

19/085 Members asked to what extent Senate discussed the National Student Survey (NSS) and Prof Rees explained that it had been discussed in some detail. There was a sense of increasing ownership of the NSS results by academics and measures such as the recognition and reward of Programme Leaders and the new student liaison committee would help. It was noted, however, that student/staff ratios may be impacted by any delays in filling vacancies and staff may also have to pick-up additional duties to cover these vacancies which would need to be carefully managed. Mr Brien informed the Board that he would be undertaking the next ARG risk 'deep-dive' report and that this would investigate the process for gaining assurances on the quality of teaching.

19/086 The report was **noted**.

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## 12. Annual Academic Quality Report 2018-19 (DVC)

19/087 The DVC presented this report which had also been considered by ARG. The format had been updated this year to show where it related to the OfS Conditions of Registration. He highlighted the robust levels of assurance provided through the external examiner process which played a key role in ensuring quality and standards as well as a level playing field. Members asked about grade inflation and the DVC confirmed that all external examiners were asked to confirm comparability of standards. The DVC noted that BU performed very strongly in this external measure. The report was **noted**.

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## 13. \* Annual Report on Partnerships (DVC)

19/088 The DVC introduced the annual report on partnerships which included an update on the status of the Tianjin University of Technology partnership (previously approved by the Board). This was still awaiting approval by the Chinese Ministry of Education and the arrangement was not currently active. Appended to the paper was a report on the Application of BU Policies in Overseas Partnerships which had been requested previously by the Chair of the ARG Committee.

19/089 The Board **noted** the report.

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## 14. Annual Accountability Return (FD)

19/090 The Chair presented the draft Annual Accountability Return which, subject to approval of all of the necessary documentation (including the Annual Financial Return now required by OfS) by written resolution, would be signed by the VC as Accountable Officer, for submission to the OfS. Two risks were highlighted; the reportable incident relating to cash-flows and the late payment of the QAA fee (see Item 17 below). The Annual Accountability Return was **approved**.

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## 15. Remuneration Committee Annual Report (Mr Furniss)

19/091 The report was taken as read and Mr Furniss drew the Board's attention to 3.1 of the covering paper which explained that, in recognition of the challenges facing the University in the 2019/20 academic year, the VC, DVC and COO had proposed to voluntarily surrender their pay increases with effect from 1st December 2019. The annual report had been updated to reflect this change. The Board noted the Committee's report and **endorsed** the report for publication.

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## 16. Research Bid - ASPIRE (DVC)

19/092 The DVC presented this proposal which, for reasons of timing, had not been presented to the FRC for initial scrutiny. [Redacted]. Delegated authority was also sought to sign the contract documentation as required.

19/093 The Board **approved** the commitment to the Partnership Agreement for the Interreg VA France (Channel) England Programme (European Commission) funded project ASPIRE and **delegated authority** for the DVC or in his absence the VC, to sign the Partnership Agreement and any other documentation relating to the project.

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## 17. Compliance with Regulatory Deadlines: Office for Students (OfS) requirement to provide information (VC)

19/094 The VC advised that a letter had been received from the OfS by the Chair of the Board (appended to the paper) regarding the late payment of the QAA registration fee for 2019/20. BU was one of 250 providers to have missed the payment deadline. Payment was an ongoing condition of registration and the OfS required the reasons for the late payment to be discussed and minuted by the Board and submitted to OfS in response to its formal information request.

19/095 The Board was advised that the designated quality body invoice issued by the QAA quoted an incorrect Purchase Order (PO) number. The QAA sent the invoice by email to Academic Quality; this was incorrect as the invoice should have been sent directly to Finance by post or email as per the instructions provided to the QAA. The invoice also had the wrong postal payment address recorded. As a result of the incorrect PO number quoted by the QAA, the invoice was queried by the Finance team which led to a delay in the payment being processed. The due date on the invoice was 10 July 2019. The invoice was paid on the University's BACS payment run on 11 July 2019 and received by the QAA on 15 July 2019.

19/096 A complete schedule of future data submission and fee payment deadlines has been requested from the OfS to cover at least 12 months in advance to allow the University to plan ahead and ensure compliance. If this schedule is not yet available, confirmation of the date that this will be published has been requested.

19/097 Separately, the University asked the QAA to provide assurance on the action it is taking to ensure that future invoices are correctly issued and sent. The QAA advised that it will be making amendments to the invoicing process. This will include a review of, and confirmation by, providers of contact details in advance of the PO request, and the investigation of an IT solution for PO number input. If this is unavailable the QAA will ensure a double check of the PO number is carried out.

19/098 In relation to future payment of the OfS and designated body fees, the lead budget contacts will be responsible for monitoring and checking invoices, dealing with any queries and ensuring that payment is actioned promptly in close liaison with the Finance team.

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## 18. \*Review of Anti-bribery Policy & Procedures (COO)

19/099 The Board **approved** the Anti-Bribery Policy and Procedures with minor amendments updating the Transparency International Corruption Perceptions index link.

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## 19. Annual Report to OfS on Prevent (COO)

19/100 The Board **noted** the annual report on Prevent. There had been no serious issues or near misses to report during the reporting period. The Board **approved** the Accountability Statement and Data Return for submission to the OfS and **approved** the Prevent Policy.

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## 20. Code of Practice on Freedom of Speech (COO)

19/101 The Board **approved** the amended Code of Practice on Freedom of Speech and **noted** the annual review. The COO advised that there had been five designated events last year, all of which had been able to proceed, with suitable control measures where necessary.

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## 21. Modern Slavery Statement (COO)

19/102 The Board **approved** the Modern Slavery Statement.

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## 22. Annual Report on Student Welfare and Wellbeing (COO)

19/103 The COO presented this report and advised the Board that there would be a detailed presentation on student welfare in February, prior to the Board dinner. A new Head of Student Support and Wellbeing role had been appointed and was helping to provide better oversight and co-ordination of student welfare. Increasing demand for mental health support was being addressed by reviewing and enhancing the services available and ensuring that they remained joined-up. A number of mental health first-aiders had been trained and were helping to support both staff and students. Members noted the increase in the number of abuse cases reported since the previous year and the COO agreed to report back to the Board on this in more detail.

**Action:** Provide further information on the increase in the number of abuse cases being reported.

**Action by:** COO

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# Committee Reports

## 23. \*Audit, Risk & Governance Committee (25 October 2019) (Mrs Lang)

19/104 The minutes were **noted**.

### 23.1. \*Corporate Risk Register (DVC)

19/105 The Risk Register was **noted**.

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## **24. \*Finance & Resources Committee (18 October 2019) (Mr Furniss)**

19/106 The minutes were **noted**.

### **24.1. \*Management Accounts (FD)**

19/107 The Management Accounts were **noted**.

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## **25. \*Remuneration Committee (4 October 2019) (Mr Furniss)**

19/108 The minutes were **noted**.

### **25.1. Remuneration Committee Terms of Reference (Mr Furniss)**

19/109 The Terms of Reference were **approved**.

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## **26. \*Nominations Committee (4 July 2019) (Prof Conder)**

19/110 The minutes were **noted**.

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## **27. \*Senate (12 June 2019) (VC)**

19/111 The minutes were noted.

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## **28. Any Other Business**

19/112 The VC advised the Board that conversations were taking place with the local University Hospital Trusts regarding their merger. Any use of the 'University' designated title would require Senate and Board approval.

19/113 Members asked about the proposed industrial action by UCU. The COO explained that of approximately 360 academic staff who were members of UCU, 192 voted of whom 100 supported strike action. No figures were available for the actual number who planned to participate in the strike as staff were not obliged to advise the management of their intentions. Communications had been sent to students and staff were expected to rearrange any missed sessions for students. Partial performance was not accepted and could lead to pay being withheld. The SUBU President added that a survey of students had shown that a majority had supported the academic staff in taking strike action although there were concerns about the impact on deadlines and presentations.

### **28.1. Date of Next Meeting: Friday, 28th February 2020, 9.00am, Boardroom, Poole House.**

19/114 This will be preceded by a presentation and Board dinner from 6.00pm on the evening of Thursday 27 February.