

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 8 JULY 2011

- Present: Mrs S Sutherland (Chair).
Mr J Andrews; Mr C Appleton; Dr P Barnwell; Ms M Barron; Prof M Bennett;
Mr I Carter; Mrs J Dawson; Mr C Elder; Mr J Francis; Prof C Hallett; Mr D
Hines; Mr T Horner; Mr T Lee; Prof T McIntyre-Bhatty; Mr R Spragg; Mr G
Sturdy; Prof J Vinney; Mr D Willey.
- In Attendance: Ms C Cherry (Policy Advisor to the Vice-Chancellor); Mr A James (Students'
Union at Bournemouth University, General Manager, Item 2.2.2); Mr N
Richardson (Clerk to the University Board); Mr G Rayment (Committee Clerk);
Ms D Wakely (Legal Services, Items 4.1 to 4.5).
- Apologies: Mrs K Everett; Ms M Mayer; Mrs F McMillan; Dr P Rawlinson;

Declarations of Interest

1. Mr Appleton informed the Board that he was a member of the Talbot Village Residents Association (Item 3.3)
2. Mr Willey informed the Board that he was a Director of both South Coast Information and Library Services Ltd and Southern Educational Enterprises Ltd (Item 4.1)

1 MINUTES OF THE PREVIOUS MEETING (8 JULY 2011)

The Minutes were approved as an accurate record.

1.1 Matters Arising**1.1.1 Continuing Professional Development (CPD) Session on Pay and Pensions (Minute 1.1.2)**

The Chair explained to members that, because of the visit of the Speaker of the House of Commons taking place directly after the meeting, the planned CPD session on pay and pensions had been deferred to the November meeting of the Board.

1.1.2 Future Meeting Dates (Minute 3.2.3)

A schedule of future meeting dates for the Board and its sub-committees was tabled together with updated lists of members' contact details, committee memberships and the new hospitality register form (see Item 4.4). These documents will also be circulated to members by e-mail.

ACTION:

Circulate list of dates etc. to all members in electronic format by e-mail.

ACTION BY: Clerk**1.1.3 Communications to staff (Minute 6.1)**

Further to the question raised at the previous meeting, the Executive Director of Human Resources (EDoHR) informed members that communications with staff had taken place via meetings with Trade Union representatives, the Information & Consultation with Employees (ICE) Forum and through the Executive Director of Finance's (EDoF's) presentations to staff.

1.1.4 Other matters arising were dealt with under the agenda items below.

2 STANDING REPORTS

2.1 Vice-Chancellor's (VC's) Report

2.1.1 Bournemouth University (BU) Update

2.1.1.1 The VC introduced the first of his new written update reports for the information of the Board. The report comprised three sections detailing External Developments; News and Recent Activity; and a Forward Look. External Developments included the consultation on the HE White Paper (see Item 2.1.2), the new Quality Assurance Review method and the Research Excellence Framework (REF). The University was expected to undergo its next institutional review by QAA in 2013 and students would play an important role in the process. Work on the REF continued with the wide participation of staff across the organisation. The recent industrial action had minimal impact on the University and a clear national picture on future negotiations had yet to emerge. The VC also highlighted the University's continuing success in terms of international student recruitment and various national awards. The Festival of Design & Innovation was also highlighted together with the high profile Tourism Economics Conference. The Forward Look referenced two conferences taking place in July, plus the planned visit by the Rt Hon David Willetts MP on the morning of Friday, 25 November. The Minister will speak as part of the Higher Education Policy Lecture Series.

2.1.1.2 [Confidential]. Another member welcomed the increase in student applications for the Business School and the VC explained that this was partly due to improvements in the processing of applications. It was agreed that a report on the Business School would be presented to the Board at its next meeting. It was also agreed that the corporate report of the results from the BU Student Experience Survey 2011 (referenced at para 20 of the paper) would be circulated to the Board for information.

ACTION 1:

Board to receive an update report on the Business School at its November 2011 meeting.

ACTION BY: VC (with the Dean of the Business School)

ACTION 2:

Circulate the corporate report on the results of the BU Student Experience Survey to the Board.

ACTION BY: Deputy Vice Chancellor (Student Experience, Education & Professional Practice)

2.1.2 Government Developments/Higher Education (HE) White Paper

2.1.2.1 The VC introduced the paper which summarised the key proposals from the Government's White Paper on Higher Education and made ten recommendations for actions to be taken by the University in response to specific proposals. The government's proposals were designed to make the HE sector a more dynamic and competitive environment centred on students needs and student demand. The VC highlighted the proposed changes to student number controls, specifically the move towards a 'core and margin' model. [Confidential]. Further engagement with the Board would take place prior to the next meeting, on both the response to the White Paper and the development of strategies arising from the new Vision and Values.

2.1.3 BU Vision and Values

2.1.3.1 Following on from previous Board discussions, the VC presented the final draft of the Vision and Values for approval. This version took account of the wide internal and external consultation process and resulted in a distinctive Vision which emphasised the

unique 'fusion' of excellent education, research and professional practice. Once finalised, the Marketing and Communications team would bring the vision to life through the creation of marketing materials and student and staff testimonials.

2.1.3.2 Members discussed the Vision and Values statement and Mr Francis expressed concerns at the proposal to agree the statement before the discussions on the implementation of the HE White Paper and been finalised and more detailed choices made in respect of the University's future direction, for example on which courses would be prioritised. He was also concerned that the mission statement was not clear as to what it was that made the University distinctive or exactly what was meant by 'Professional Practice'. Other members expressed some sympathy with these concerns but broadly agreed that they would receive assurances and clarity through the development of the supporting strategies for the Vision and Values statement. Members were also reassured by the wide consultation process which had taken place and the indications that both staff and students were supportive of the Vision. It was also noted that the Vision and Values statement had anticipated the main points of the White Paper, but that outstanding questions regarding final student numbers would not be known until the Autumn, hence there were risks attached to attempting to decide which programmes to focus on before then. In summary, there was broad support for the Vision and Values statement, on the basis that further details would be forthcoming through the process of strategic development. The Statement was approved.

2.2 Students' Union Bournemouth University (SUBU) Report

2.2.1 SUBU Update

2.2.1.1 The Chair invited the SUBU President to present his report on recent activity and congratulated him on the success of the SUBU Annual Review event which a number of Board members had attended. Highlights of recent activity included SUBU's shortlisting for the NUS Community Relations Award; the annual Summer Ball; the review of SUBU's own Vision and Values, improved relationship with the Winton Residence Association and participation in the Winton Carnival; increased fund-raising and the recruitment of Welcome Crew volunteers to participate in the next 'arrivals week'. SUBU remained financially strong and managers continued to control costs. Future priorities included a continued focus on improving the student experience, including further research into the reasons for the University's low scores on the 'organisation and management' portion of the National Students' Survey.

2.2.2 SUBU Constitution

2.2.2.1 Mr James joined the meeting to present a report on progress in amending the SUBU Constitution in line with changes to the Charities Act. The revisions were based on the NUS model governing document. It was proposed that the final draft constitution would be presented to the Board for its approval (after consideration by the Audit, Risk & Governance Committee) in November 2011. Mr James set out the amendments in further detail, which included a fuller recognition of the role of the Executive Committee in interpreting the Constitution, a reduction in the number of membership categories from 3 to 2 ('Full' and 'Associate') and an adjustment to include the role of the Trustee Board. The latter would be protected through the purchase of appropriate indemnity insurance. There were no fundamental changes to the aims and objectives of SUBU and its 'public benefit' was identified as 'the advancement of education' for the purposes of the Charities Act. The SUBU President then gave a short presentation to the Board on the process undertaken to establish a Board of Trustees and the different models of membership considered.

2.2.2.2 The Board noted that the SUBU Board of Trustees' membership did not include University representation and questioned how the University could receive assurances regarding its responsibilities for legal oversight of SUBU. Mr James explained that this had been considered, but it was felt that the risk of potential conflict of interest was a barrier to having University staff on the Board of Trustees. He agreed to notify the 'Shadow' Board of Trustees of the Board's views pending a further review of this decision. Mr Lee welcomed the work undertaken to date and drew the Board's attention

to the joint CUC/NUS guidance for Governing Bodies on Student Unions published in March 2011. This set out 10 recommendations for Governing Bodies including the adoption of a formal Relationship Agreement (to be audited annually) and the appointment of a Board member to act as Student Union Champion. It was agreed that the VC and the DVC (SEE&PP) would present a response to these recommendations to the November meeting of the Board. The Board would also seek its own legal opinion on the constitution to inform its consideration of the final draft at its November meeting.

ACTION 1:

University Board to consider final draft SUBU Constitution for approval at the November Board meeting and to seek its own independent legal advice in the interim.

ACTION BY: Clerk

ACTION 2:

To consider the recommendations of the CUC/NUS guidance on Governing Bodies and Students' Unions and report back to the Board with a proposed response at the November 2011 meeting.

ACTION BY: VC and DVC (SEE&PP)

2.3 Chair's Report

2.3.1 Chair's Action and Use of the University Seal

The Board noted the Chair's Actions taken since the previous meeting on 8 April 2011 and also noted the uses of the University Seal.

2.3.2 Membership Update

2.3.2.1 The Chair informed members that Mrs McMillan had tendered her resignation from the Board due to other commitments and that a replacement would be sought as part of the forthcoming recruitment exercise.

2.3.2.2 Mrs Dawson and Mr Spragg withdrew from the meeting while the Board approved the extension of their Terms of Office by a further three years commencing 1 November 2011. Members also noted that elections would be held prior to the next meeting for the roles of Elected Professional & Support Staff Representative and Elected Senate Representative as the terms of office of the current incumbents were due to end in the Autumn.

2.3.2.3 The Chair thanked members for submitting their Skills Returns and invited them to comment on the proposals for recruiting four new Board members over the Summer. Members discussed the skills gaps identified and it was agreed that experience of 'Financial management and strategy' should be replaced with a more specific requirement for a qualified accountant. Members debated whether experience of sustainable development was a priority, but it was generally accepted that this was an increasingly important part of the HE environment and had financial ramifications. Members supported the need for greater diversity amongst the membership and also suggested that alumni should be targeted in the recruitment drive.

ACTION:

Recruitment of new Board members to proceed as set out in the paper, subject to the above comments.

ACTION BY: Clerk

2.3.3 Appointment of Deputy Chair

Mr Lee withdrew from the meeting while the Board approved his appointment as Deputy Chair with effect from November 2011.

2.3.4 Nominations for Pro Chancellor and Extension of Terms of Office

Members approved the extension of the terms of office for Pro Chancellor Dame Yvonne Moores for a second five year term commencing 1 August 2011. Two nominations had been received for the appointment of a new Pro Chancellor. It was agreed that the 'job specification' for Pro Chancellor would be presented again to the Board for review at a future date.

ACTION:

Board to review the job specification for the role of Pro Chancellor.

ACTION BY: Clerk

2.3.5 Any other matters

The Chair thanked members for their participation in the development review process.

3 STRATEGIC ISSUES

3.1 HEFCE Assessment of Institutional Risk

3.1.1 The Deputy Vice Chancellor (DVC) introduced this paper which asked the Board to note the Higher Education Funding Council for England's (HEFCE's) assessment on institutional risk based on 2009/10 returns as set out in their letter to the VC dated 3 June 2011. Their finding was that the University was 'not at higher risk' (one of only two categories, the other being 'at higher risk'). Members' attention was also drawn to the annex accompanying the letter which set out benchmarking against certain key financial metrics. The Board noted the letter and the assessment.

3.1.2 [Confidential]

3.2 Planning and Budgeting for 2011/12

3.2.1 The DVC presented this report on behalf of the EDoF and explained that the budget for 2011/12 had already been considered and recommended to the Board by the Finance & Resources Committee. [Confidential].

3.2.2 [Confidential]

3.2.3 The budget for 2011/12 was approved.

3.3 Implementation of the Estates Strategy: Update and Funding Opportunities

3.3.1 The DVC presented this paper which had been referred to the Board by the Finance & Resources Committee for a fuller discussion. He reminded members that the Board had agreed to pause the implementation of the Estates Strategy (specifically any significant capital expenditure) pending the publication of the HE White Paper. [Confidential].

3.3.2 [Confidential]. Board members agreed that the pause on the implementation of the Estates Strategy be lifted and work should progress on capital projects which had been identified as requiring immediate attention, such as the renovation or replacement of Bournemouth House. The Estates Strategy should then be re-presented to the Board in November following a post-White Paper review.

ACTION:

Remove the 'pause' on the Estates Strategy and proceed as described above. Board to review Estates Strategy at its meeting in November 2011.

ACTION BY: DVC

3.4 Hotel School

- 3.4.1 The DVC presented this paper which updated the Board on developments with the Hotel School project. [Confidential]. Mr Spragg was the lead contact on behalf of the Board, and he would continue to be informed of progress.

3.5 Sustainability Issues: Update

- 3.5.1 The DVC presented this paper which updated members on developments regarding sustainable development. It was agreed that the Chair be authorised to take Chair's Action as necessary to authorise the purchase of a bio-mass-boiler over the Summer. It was also agreed that the Carbon Management Plan be presented to the Board for further consideration and review at its meeting in November 2011.

ACTION 1 :

Chair's Action authorised to approve the purchase of a bio mass boiler.

ACTION BY: Chair/DVC

ACTION 2:

Carbon Management Plan to be reviewed by the Board in November 2011.

ACTION BY: DVC

4 OPERATIONAL REPORTS AND PROJECT UPDATES

4.1 Review of Governance Arrangements for Subsidiary Companies: Update

The Chair presented this report, for the Board's information, which provided an update on the progress of the project to review the governance arrangements for related companies. The report was noted.

4.1.1 Liquidation of South Coast Information and Library Services Ltd (SCILS) and Southern Educational Enterprises Ltd (SEEL).

- 4.1.1.1 The EDoHR, as Nominated Officer, presented this paper which sought the Board's approval of the voluntary liquidation of SEEL and SCILS and to authorise the Chair to execute specific documents necessary to wind-up the two companies. The companies were no longer trading and it was recommended by the Related Companies Project that they be wound-up. Exit reports (produced in line with HEFCE guidance) were presented to the Board with the paper.

- 4.1.1.2 The liquidation of the two companies was approved by the Board, along with Chair's Action to complete the necessary documentation.

4.1.2 Report on the Uses of Companies by Bournemouth University

- 4.1.2.1 The EDoHR presented this report which had been prepared by Legal Services as part of the Related Companies Project work. The report made recommendations on the use of companies by the University, and these were recommended to the Board following consideration by the Finance & Resources Committee. Members noted that one of the recommendations was that a University-wide review of current activities be undertaken through the University Leadership Team, and report back to the Board via the Audit, Risk & Governance Committee.

- 4.1.2.2 Members noted the report.

4.2 Report from the Change Management Board

The DVC presented this report which set out progress against the major University delivery and change programmes, including the Estates and IT strategies. The report, which had been previously considered by the Finance & Resources Committee, was noted.

4.2.1 Charter Approval: HR Payroll System

4.2.1.1 The Board were asked to approve this project (as part of the IT Strategy) which would deliver a new integrated payroll and HR process. The project had been recommended to the Board for approval following consideration by the Finance & Resources Committee and the Change Management Board, both of whom had received the more detailed project charter documents in full, (available to Board members on request). The EDoHR assured the Board that a robust procurement process would be undertaken in full consultation with Legal Services and that project costs would be closely monitored. The Board approved the project.

4.3 British Nursing Index

4.3.1 It was reported that negotiations had been on-going for the sale of the business of compiling, producing, licensing third parties to distribute and/or selling the UK nursing and midwifery database known as the British Nursing Index (**BNI**). This business was carried on in legal partnership by BU, Poole Hospital NHS Foundation Trust, The Royal College of Nursing and Salisbury NHS Foundation Trust (together the **Sellers**). The sale negotiations were with ProQuest Information and Learning Limited (the **Buyer**).

4.3.2 It was noted that those negotiations had been successfully concluded and that the sale had been completed on 31 May 2011 on behalf of BU, when the purchase price (to be shared between the BNI partners after deduction of costs of sale) had been received.

4.3.3 It was noted that David Willey and Jim Andrews had signed the following documents, of which a copy of the Buyer's version was produced to the Board:

- (i) the sale contract (the **Contract**) entered into by (1) the Sellers and (2) the Buyer;
- (ii) the transitional services agreement (the **TSA**) regulating the relationship between the Sellers and the Buyer for the Term (as defined in the TSA) entered into between (1) the Sellers and (2) the Buyer; and
- (iii) the disclosure letter (the **Disclosure Letter**).

4.3.4 It was noted that the Chair of the Board and Jim Andrews had authenticated the affixing of the BU seal to the deed of assignment (the **Deed of Assignment**) entered into by (1) the Sellers and (2) the Buyer, a copy of which was produced to the Board.

4.3.5 Together, the Contract, TSA, Disclosure Letter and Deed of Assignment are referred to as the **Transaction Documents**.

4.3.6 The Board considered the Transaction Documents and noted in particular that:

- (i) under the Contract the Sellers had sold the BNI to the Buyer for the Purchase Price (as defined in the Contract) and the Sellers had provided various warranties to the Buyer which if proved to be untrue could lead to a potential claim for damages; and
- (i) under the TSA, the Sellers were to provide the Services (as defined in the TSA) for the Term (as defined in the TSA).

4.3.7 After careful consideration of the Transaction Documents, the Board confirmed that the sale of the BNI pursuant to the terms of the Contract would enable BU to focus its

efforts on its principal functions and would provide BU with a share of the Purchase Price which would assist BU in furthering its principal functions.

- 4.3.8 The Board approved the ratification of the signature of the Contract, TSA and Disclosure Letter by David Willey and Jim Andrews and the affixing of the seal to the Deed of Assignment.

4.4 Bribery Act Policy

- 4.4.1 Ms Wakely presented this paper. At its meeting on 8 April the Board had delegated authority to the Audit, Risk & Governance Committee to approve any policy necessary to implement the Bribery Act 2010, in order to meet the Government's deadline of 1 July 2011. The Committee had approved the policy document at its meeting in June, subject to some further amendments which had been agreed with Committee members via e-mail. Ms Wakely confirmed that training in the new policy would be made available to staff and that standard clauses to ensure compliance with the Bribery Act had now been included in the contracts of overseas agents. The Board noted the policy.

4.5 Conflict of Interest Policy

The EDoHR, as Nominated Officer, presented this report and draft conflict of interests policy for the approval of the Board. The policy had been produced under the mandate of the Related Companies Project and was recommended to the Board by the Audit, Risk & Governance Committee. The Board approved the policy and procedures document.

4.6 Periodic Performance Review

The DVC presented this report to the Board on behalf of the EDoF. Members noted the report and also asked that the ownership of the various KPIs listed in the report be updated to reflect the new committee structure.

ACTION:

To update the KPI report to reflect the new sub-committee structure.

ACTION BY: DVC

4.7 Terms of Reference for Review of BU Foundation

- 4.7.1 The DVC presented this report which set out the proposals for an external review of the University's fund raising activities to be undertaken over the Summer by a person or organisation (yet to be appointed) with strong experience of HE fund raising. The scope of the review included the governance arrangements for the BU Foundation. It was hoped that the outcomes from the review would be available to the DVC and Trustees in September for consideration before being reported back to the Board. The Board were invited to comment on the draft terms of reference for the review.
- 4.7.2 The Chair welcomed the proposals and members debated the suggested approach. Members broadly agreed that the appointment of a new Director for the BU Foundation should be a priority immediately following the review. Members also noted the progress made by the BU Foundation in building external relationships and suggested that it was important that Deans and other key staff across the University be engaged in this process.

5 COMMITTEE REPORTS

5.1 Audit & Risk Committee (10 June 2011)

The minutes of the meeting were noted.

5.1.1 Terms of Reference

Members approved the amended Terms of Reference.

5.1.2 Risk Register

Members noted the Risk Register and the new form of presentation was welcomed. It was hoped that this new methodology for recording risk (with gross and net risk following mitigation) would help to inform future discussions on establishing the University's risk appetite.

5.2 Finance & Resources Committee (16 June 2011)

The minutes of the meeting were noted.

5.2.1 Terms of Reference

The Terms of Reference were approved subject to an amendment to point 1 which would make a more generic reference to the University's supporting strategies rather than listing them individually.

ACTION:

To amend the Terms of Reference as above.

ACTION BY: Clerk/Chair of the Finance & Resources Committee

5.2.2 Management Accounts

The Management Accounts for May 2011 were noted.

5.3 Enterprise & Commercialisation Task & Finish Group (9 June 2011)

The minutes were noted.

5.4 Senate (22 June 2011)

The minutes were noted.

5.4.1 Review of Senate Structure

The VC presented the proposals for a revised Senate sub-committee structure for approval by the Board. Following the previous evening's discussions on assurances for the Board on academic quality, the members noted that there was no Board representation on the Academic Standards Committee. It was agreed that Independent Board member, Mr Carter, would take on this role. The structure was approved subject to this amendment.

ACTION:

Mr Carter to join membership of the Senate Academic Standards Committee.

ACTION BY: VC

5.5 Research Ethics Committee (22 June 2011)

The minutes were noted. Mr Francis informed the Board of the Committee's discussions regarding the widening of their remit to encompass non-research ethics issues. The Committee had rejected the proposal to become the 'Academic Ethics Committee' but had agreed that they would consider non-research academic ethics issues referred to them using the same principles applied to research ethics issues, subject to review in 12 months time. Non-academic ethics issues would be referred to the new Corporate Social Responsibility Committee. Mr Francis highlighted the Committee's views and it was agreed that the PVC(RE&I) would discuss the matter further with the Committee's independent Chair.

ACTION:
PVC (REI) to discuss handling of non-research ethics issues with the Chair of the Research Ethics Committee.

ACTION BY: PVC(REI)

5.6 Student Experience Committee (11 May 2011)

The minutes were noted.

5.7 Research & Enterprise Committee (8 June 2011)

The minutes were noted.

6 ANY OTHER BUSINESS

6.1 The Chair informed members that the 'Mills & Reeve' report would be circulated out of committee and a report from UET would also be provided proposing their response to the report's recommendations. Members would be welcome to submit any comments to the Chair or to the EDoHR.

ACTION:
Circulate Mills & Reeve report to Board members.

ACTION BY: EDoHR

7 DATE OF NEXT MEETINGS

The next meeting of the Board will take place on **Friday, 4 November 2011**, preceded by a dinner on the evening of **Thursday, 3 November 2011**.

Noel DG Richardson
Clerk to the University Board
July 2011

UB-1011-4-Minutes 8 July 2011

Approved as a true and accurate record:

Mrs S Sutherland (Chair)..... Date:.....4 November 2011.....