

UNIVERSITY BOARD**MINUTES OF THE MEETING HELD ON FRIDAY, 12 February 2016**

Present:	Mrs S Sutherland	Independent Board Member (Chairman)
	Mr J Andrews	Chief Operating Officer (COO)
	Mr G Beards	Director of Finance & Performance (DoFP)
	Mr A Brien	Independent Board Member
	Mr J Clark	Independent Board Member
	Ms S Collins	Independent Board Member
	Prof R Conder	Independent Board Member
	Miss A D'Abreo	Independent Board Member
	Mr T Irish	Independent Board Member
	Mrs J Lang	Independent Board Member
	Mr T Lee	Independent Board Member (Deputy Chairman)
	Prof T McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
	Dr F McMillan	Independent Board Member
	Dr P Rawlinson	Independent Board Member
	Ms C Schendel-Wilson	President, Students' Union at Bournemouth University
	Dr R Scullion	Elected Academic Staff Member
	Dr C Shaw	Independent Board Member
Mr D Skinner	Independent Board Member	
Ms A Stevens	Elected Professional & Support Staff Member	
Ms C Troy	Independent Board Member	
Prof J Vinney	Vice-Chancellor (VC)	
In Attendance:	Mr S Laird	Director of Estates (Item 5.1 to 5.6)
	Mrs S Nairn Smith	Business Support Manager (Item 1)
	Mr G Rayment	Corporate Governance & Committees Manager
	Ms D Wakely	Clerk to the University Board
Apologies:	Mr N Beal	Independent Board Member
	Prof E Rosser	Elected Senate Member

Declarations of Interest

Mr Beards, Mr Clark and Professor McIntyre-Bhatty are Directors of the University's subsidiary company BU Innovations Ltd. Mr Andrews (together with Mr Laird, item 5.1 to 5.6) are Directors of BU Residences Ltd. Mr Andrews is also a member of the Board of the Dorset Local Enterprise Partnership.

1 BOARD BRIEFING SESSION: PREVENT

- 1.1 The COO and Mrs Nairn Smith (Prevent Operational Lead) provided an overview of the University's duties under Counter Terrorism and Security Act 2015 (CTSA) and the Prevent Monitoring Framework for the HE Sector. The Prevent strategy arose from the CTSA and placed a duty on the University to have due regard to the need to prevent people from being drawn into terrorism. The Home Office was required to have particular regard to Freedom of Speech and academic freedom and had issued both general guidance and HE specific guidance.

- 1.2 The University was required to undertake a risk assessment and to have policies and procedures in place to manage those risks. HEFCE would assess the adequacy of these measures and provide feedback. Detailed material (including data returns) had to be submitted to HEFCE by 1st April. The Board itself would need to approve annually a submission to HEFCE by 1st December each year setting out how compliance with these requirements had been achieved. The on-going monitoring by HEFCE would involve review of the annual report and assessment on a five-yearly cycle of the detailed arrangements, including documented policies and procedures, of an annual sample of institutions. Any serious incidents would be reported to ARG as they arose.
- 1.3 A risk assessment had been completed and submitted to HEFCE and an action plan drawn-up. All relevant policies had been reviewed and revisions made where appropriate (see also Item 4.2 below). Particular attention had been paid to ensuring alignment with the Freedom of Speech policy. Prevent was also now reflected in the risk register. Training was being developed and implemented for all staff and an intranet site had been created. A dedicated Steering Group and an Operational Group had also been established and a co-ordinator was now in place in each Faculty and Professional Service.
- 1.4 All activities had been undertaken in close liaison with SUBU and work was progressing on a communications plan and training for student reps. SUBU's own Safe Spaces Policy aligned with the Code of Practice on the Freedom of Speech. Procedures and protocols had also been established for sharing information concerning vulnerable individuals.
- 1.5 Policies and procedures were already in place for the approval of external speakers and events and had been reviewed in the light of the Prevent duty. These were set out in the Code of Practice on Freedom of Speech and gave provision for the COO to assess any 'designated events' and take action as appropriate. The Code already made clear that *BU has a duty to secure freedom of speech, even if this is controversial, challenges orthodoxies and/or is offensive, provided it is within the law* and the COO emphasised that every effort was made to strike the correct balance and allow events to take place wherever possible, with mitigating actions where necessary (such as managing the audience presence through controlled ticketing and invitation systems). The policy also applied to University events held off-campus and overseas and covered events and activities (so it would apply, for example, to debates taking place within seminars).
- 1.6 The IT team had updated their 'acceptable use' policy and were considering the option of filtering to restrict access to harmful content. The University recognised the need for academic freedom, and would have clear processes to allow ethically approved research into challenging subjects to proceed.
- 1.7 Members strongly agreed with the importance of striking a balance between academic freedom and compliance with the Prevent duties. They also noted that the law applied to all forms of extremism and that it was important to ensure that the policies were applied equitably and that no particular group or groups should be perceived as being targeted disproportionately. Members suggested that it may be helpful to look at what relevant learning points were available from historical perspectives in terms of experiences of discrimination and unconscious bias applied to other nationalities associated with terrorism in the past.
- 1.8 In summary, the Chairman thanked Ms Nairn Smith and the COO for the presentation and the work completed to date. The Board were reassured that robust systems were in place but noted the need to carefully monitor and keep under review any potential impact on the University's duties under the Equality Act.

2 MINUTES OF PREVIOUS MEETINGS

2.1 Minutes of the University Board Meeting, 27 November 2015

The minutes were approved as an accurate record.

2.2 **Matters Arising and Actions Register**

- 2.2.1 The Actions Register extract was noted with all items having been completed or covered under the substantive agenda items below.
- 2.2.2 A CPD briefing session would be provided to the May 2016 meeting of the Board on use of qualitative feedback from students collected by SUBU. On the rising demand for Additional Learning Support (ALS) services (previous minute 4.19), the COO explained that this was largely the result of increasing student numbers over all. There had also been an increase in the number and complexity of additional learning support needs being identified in Schools, which subsequently moved through the education system with the student and ultimately needed to be addressed when they reached University.

3 **CONTEXT SETTING AND UPDATE REPORTS**

3.1 **VC's BU Update Report - Confidential**

- 3.1.1 The VC presented highlights of his report, beginning with the changes to the Disabled Students' Allowances which, from 1st September 2016, would largely be funded by universities rather than Government. The SUBU President noted that the University had, for the first time, seen a reduction in the numbers of ALS students completing their degrees. The DVC explained that this had been recognised and that the University was closely monitoring the position to ascertain whether this was indicative of a trend or simply a statistical 'blip'.
- 3.1.2 The VC thanked Members for their contributions to the University's response to the Green Paper consultation which had now been submitted to the Department for Business, Innovation and Skills (BIS). The report on the outcome of the consultation was expected later in the Spring. The first phase consultation on the Teaching Excellence Framework (TEF) was expected to follow. The proposals for the creation of an 'Office for Students' had yet to be finalised, but it was possible that it would be given a different title following the consultation.
- 3.1.3 A review of the Research Excellence Framework (REF) to be undertaken by Lord Stern had been announced. The recommendations arising from the 2015 Nurse Review would be implemented by government, leading to the creation of Research UK which would oversee the activities of the seven research councils.
- 3.1.4 Turning to internal development, the VC informed the Board that the first light-touch REF 2021 exercise had been completed, with advice from the REF 2014 Panel. Early signs indicated positive growth in academic strength which it was hoped would lead to a strong submission in 2021.
- 3.1.5 In terms of student applications, as at 1st February 2016 Undergraduate applications were up 12% on the same time last year and demand continued to be strong which would enable the University to achieve the planned managed growth of 1-2%. For Postgraduate courses, applications were up 5.4% on the same time last year. Increases were being seen across the board and not just for particular Faculties or Departments. The increase in applications derived from a number of factors, including improved marketing and the increasing success of Open Days. Applicants, both accepted and declined, were surveyed every year and their reasons for choosing the University tended not to vary greatly, although the data would continue to be monitored.
- 3.1.6 [Confidential minute]
- 3.1.7 The Board **noted** the report.

3.2 **SUBU Update Report**

- 3.2.1 The SUBU President presented highlights of her update report. These included the VP Education's workshops to inform the use of Fusion Building 1 to enhance teaching and also work to develop a flipped classroom approach to teaching (where students are provided with information beforehand which they then discuss in an interactive seminar format). Workshops had taken place with staff to consider how the research collected from students could be used to enhance education. Communications for mature students had been reviewed with a push towards greater use of e-mail for this group in addition to social media. The VP Welfare had focused on supporting students through the January exam period.
- 3.2.2 SUBU's new research tool, SimOn, had been rolled-out to improve the data collected from student reps. A new sabbatical officer role would be introduced from 2016/17, VP Community, who would focus on student housing and integrating students into the local community.
- 3.2.3 Members **noted** the report, and also welcomed SUBU's work to encourage students to complete the National Student Survey.

3.3 **Chair's Report**

3.3.1 **Appointment of Board Chairman**

Prof Conder and Dr Rawlinson withdrew from the meeting.

The Chairman reported that the first round of voting in the ballot to elect a new Chairman had resulted in a tied vote. In accordance with the approved procedure, therefore, a second round of voting had taken place for Independent Members only. All Independent Members had voted and the result was that Professor Conder received the highest number of votes. The Board **approved** the appointment of Professor Conder as Chairman of the University Board for a term of 3 years with effect from 9th July 2016.

Prof Conder and Dr Rawlinson re-joined the meeting.

3.3.2 **Appointment and Re-appointment of Board Members**

Mr Clark and Ms Collins withdrew from the meeting.

- 3.3.2.1 The Board **approved** the re-appointment of Mr Clark and Ms Collins for second terms of 3 years commencing 1st March 2016, on the recommendation of the Nominations Committee.

Mr Clark and Ms Collins re-joined the meeting.

- 3.3.2.2 On the recommendation of the interview panel, comprising the VC, the Chairman and Deputy Chairman of the Board, and the Nominations Committee, the Board **approved** the appointment of new Independent Board Member Mr Stuart Jones for a 3 year term, subject to references and the usual due diligence checks. Mr Jones had strategic estates and property experience and would join the Finance & Resources Committee (FRC), replacing Mr David Hines.

3.3.3 **Appointment of Committee Chairs, Deputy Chairs and Members**

Mr Irish, Dr Rawlinson, Mr Skinner and Ms Troy withdrew from the meeting.

- 3.3.3.1 On the recommendation of the Nominations Committee, the Board **approved** the

following committee Deputy Chairman appointments:

- Tim Irish, Remuneration Committee,
- Peter Rawlinson, Development Funding Committee.
- David Skinner, Finance & Resources Committee,
- Caroline Troy, Audit, Risk & Governance Committee,

3.3.3.2 Following his appointment to the Chair of the Board, Prof Conder would succeed Mrs Sutherland as Chairman of the Nominations Committee and member of the Remuneration Committee. He would step down from the Chair of the Audit, Risk and Governance Committee (ARG) and the Nominations Committee would make recommendations to the Board on his successor in due course. Any Independent Board Members interested in joining the Development Funding Committee or the Remuneration Committee should notify the Clerk to the Board in the first instance.

ACTION: Independent Board members wishing to join the Remuneration Committee or Development Funding Committee to submit their expressions to the Clerk to the Board.

ACTION BY: Independent Board Members

3.3.3.3 The Board **approved** the Nominations Committee's recommendation that the normal maximum duration of office for independent members continue to be 2 terms of 3 years, with the possible extension of a third term of up to 3 years (on a rolling year-by-year basis) where the Board exceptionally agrees that this is necessary as the required skills and experience are otherwise unavailable. In the case of a member taking the Board Chairman or Deputy Chairman roles an exception could be made up to a total maximum time on the Board of 12 years.

3.3.4 **Board Members Reviews**

The Chairman advised Members that the Nominations Committee had reviewed the schedule for Board Member reviews and proposed that these be undertaken after one year for all new appointees (i.e. one year from the anniversary of their appointment) and thereafter, and for all other members, that they be undertaken every 2 years. High level reports on any recommendations arising from the review process would be submitted to the Board annually or as required. The recommendation was **approved**.

3.3.5 **Chair's Action and Use of the University Seal**

The report was **noted**.

4 **STRATEGIC MATTERS**

4.1 **Key Performance Indicators (KPIs)**

4.1.1 The VC presented the KPI report as at February 2016. Good progress was being made against KPI 1 (Academic Strength) which comprised 15 separate PIs. The paper set out how achievement of this KPI was given continual focus through the delivery planning process which considered current trajectories and identified any gaps. A benchmark column had been added to the report at the request of the Board, providing average sector data where available. Six of these were above the BU2018 target and the context for these variations was set out in the report. In terms of reviewing the KPIs in their entirety, this would be undertaken the following year as part of the consideration of the next phase of the University's strategy.

4.1.2 Members asked whether the Student Journey Project was expected to impact on KPI 9 (Overall Staff Satisfaction). The COO explained that this would not impact on all areas but he confirmed that it was being monitored and a planned programme of staff

communication was on-going. Members also noted progress against KPI 7 (Student: Staff ratio), currently 18.2:1. The VC confirmed that this impacted on NSS scores and league table positions, noting that the top 50 universities had SSRs of 16:1 or better.

- 4.1.3 Members also asked whether a KPI was needed to reflect Widening Participation activity. The DVC explained that the University had an approved Fair Access Agreement which included specific targets. The Board discussed what preparation was being undertaken to plan for the next phase of the Strategy. The VC responded that the Executive Team had already commenced scenario planning although the main focus continued to be the achievement of BU2018. The Board would be engaged with strategic discussions from late 2016/early 2017 onwards, probably through a series of strategic workshops. The detailed process would be discussed with the incoming Chairman and presented to the Board in due course.
- 4.1.4 Members noted that KPI 5 (Graduate Employability) was 93% (compared to the BU2018 target of 90%). However, PI 11 (% of graduates entering professional employment or graduate study) was only 70% compared to a BU2018 target of 80%. Dr Scullion explained that 'Professional employment' was externally defined and did not include, for example, employment in digital industries. The DVC added that the University wished to measure both 'professional' and more general employability.
- 4.1.5 The report was **noted**.

4.2 'Prevent Guidance'

4.2.1 'Prevent' Duties

The COO presented this report setting out the actions undertaken to date to fulfil the requirements of the Prevent duty. The report included the self-assessment which had been undertaken, the relevant addition to the Risk Register, the BU Prevent Policy and Terms of Reference for the Prevent Steering and Operational Groups. It was agreed that the Policy would be amended to include reference to the requirements for reporting to HEFCE.

<p>ACTION: Amend the BU Prevent Policy to include the requirement for reporting to HEFCE.</p>

<p>ACTION BY: COO</p>

Members debated whether it would be appropriate to extend the membership of the Steering Group to specifically include representation from the Islamic Society. The COO pointed out, however, that the Multi-faith Chaplain was a member of the Group. It was felt important not to single-out any specific faith or group. The SUBU President agreed that it was important that students should feel empowered by the process rather than targeted.

4.2.2 Update to SUBU Code of Practice

The COO presented proposed amendments to the SUBU Code of Practice to bring it line with the Prevent duties and the Code of Practice on Freedom of Speech. The amendments had been discussed and agreed with SUBU prior to presentation to the Board. The amendments were **approved** by the Board.

4.2.3 Update to Code of Practice on Freedom of Speech

- 4.2.4 The COO presented minor amendments to the Code of Practice on Freedom of Speech which would align it to the Prevent Duty. A Member queried the final bullet point of Section 6.6 which allowed the COO to refuse a request under certain circumstances, and whether this could result in possible conflicts with the University's duties under the

Equality Act. The Clerk to the Board explained that the intention behind this section was to allow the University to review on a case-by-case basis and take expert independent advice on this point where necessary. However, Members were concerned that the University could be open to challenge if it failed to prevent an external speaker who could potentially breach the public sector equality duties. It was agreed to consider this further out of committee and clarify the wording if necessary. Subject to this clarification the Board **approved** the revised Code of Practice on Freedom of Speech.

5 OPERATIONAL MATTERS

5.1 Estates Development Overview

- 5.1.1 The COO and Mr Laird provided an update presentation on the Estates Development Framework to provide context for the proposals at items 5.2 to 5.5 below. The 40 year vision was based on one campus over 2 sites and the first phase set out developments through to 2020. Developments to date included the Student Centre, the BU International College building (the University would be entitled to take ownership of the freehold in approximately 35years) and Fusion Building 1 which was in the final stages of construction. The Poole House Reconfiguration project, previously approved by the Board, would re-purpose much of the building and also allow movements on Talbot Campus to facilitate development there and decant from 21 Lansdowne, facilitating the development of that site.
- 5.1.2 Proposals were now being presented to the Board for the Poole Gateway Fusion Building (PGFB, formerly Fusion Building 2) which would provide specialist facilities for the Faculties of Science & Technology and Media & Communication. [confidential]
- 5.1.3 The proposal for the Bournemouth Gateway Fusion Building (BGFB, formerly Fusion Building 3) would provide space for the Faculty of Health & Social Sciences on the Lansdowne site, and facilitate the University's exit from Bournemouth House and Royal London House. [confidential]. A large-scale public consultation on the proposals was currently taking place, including exhibitions, a dedicated website and a mail drop to 23,000 local homes and businesses.
- 5.1.4 A further proposal on the Talbot Campus Infrastructure Project (including the link road, transport hub and car park extension) would be presented to the next meeting of the Board for consideration.
- 5.1.5 Dr Rawlinson added that the Finance & Resources Committee considered Estates investment in the broader context of investment generally and kept all areas of investment under review, including IT, global engagement and intellectual investment.

5.2 Lansdowne Development Project Update

Strictly confidential

- 5.2.1 The COO presented an update report on progress with the Lansdowne Development Project. [confidential]
- 5.2.2 [Confidential]
- 5.2.3 [Confidential]
- 5.2.4 [Confidential]
- 5.2.5 The Board **noted** the update and **approved** the proposal [Confidential].

5.3 **Talbot Village Trust (TVT) Land Purchase**

- 5.3.1 The COO presented this report which sought Board approval, on the recommendation of the FRC, to purchase the northern part of plot M. This was required to allow the PGFB development to progress (item 5.4 below). Heads of Terms for the purchase were in the process of being finalised, with two outstanding elements to be resolved. He emphasised that approval of this purchase also effectively constituted a commitment to proceed with the construction of the link road (which had been costed at [confidential] based on professional advice and in line with the EDF provision). Planning approval was expected to be received in July 2016.
- 5.3.2 The Board **approved** the proposal to purchase the northern part of Plot M at a cost of [confidential] plus VAT if required.

5.4 **Poole Gateway Fusion Building (Fusion Building 2) Business Case**

- 5.4.1 The COO presented this proposal which sought approval of project funding to progress the PGFB project to May 2017, subject to outline planning approval. The FRC had considered the outline business case and recommended the proposal to the Board. The COO explained, in response to a question raised by the FRC, that the project budget did not allow for the costs of capital equipment, estimated to cost [confidential]. The detailed requirements would be developed during the next design stage, post planning approval. Further work would then be undertaken to identify funding sources from a variety of possible options.
- 5.4.2 The Board **approved** further project funding of [confidential].

5.5 **Talbot Campus Landscaping Project Business Case**

- 5.5.1 The COO presented this proposal which sought funding to deliver the demolition of the Dorset House Open Access Centre to enable completion of the University Street route through the Talbot Campus, including opening up access to FB1, along with re-landscaping and the creation of green areas with new planting.
- 5.5.2 The Board **approved**, on the recommendation of the FRC, the delivery of the project and further funding of [confidential] (inclusive of VAT).

5.6 **Bus Contract**

- 5.6.1 The COO presented this report to the Board, which set out the progress to date with the process to procure a new ten-year bus services contract at an estimated minimum value of [confidential]. Due to timing, the Board were asked to delegate authority to the FRC to approve the final contract in order to allow the new provider to mobilise the contract.
- 5.6.2 The Board **delegated authority** to the FRC to consider and, if appropriate, approve the bus contract.

5.7 **Dorset Local Enterprise Partnership (LEP) incorporation**

- 5.7.1 The VC presented this report which advised the Board on the proposal for the University to become a member of the Dorset LEP following its incorporation as a Community Interest Company. The FRC had considered and agreed the Business Case which would now be referred to the ARG on 4th March for consideration under the Related Companies Policy and Procedures before being presented to the Board for final approval out of committee.
- 5.7.2 The Board **noted** the report.

5.8 **Appointment of External Auditors**

- 5.8.1 The DoFP and Prof Conder reported on the process for the procurement for an external audit service. Seven major providers had been approached, but only two had submitted tenders. Following a full procurement process, it was recommended that the existing supplier, BDO LLP, be awarded the contract. In accordance with HEFCE requirements, the lead partner would need to be replaced after serving for 10 years, and a successor had been identified and had been part of the team presenting to the selection panel. BDO fee rates were [confidential] and any additional fees (circa [confidential] per annum, primarily for work on taxation matters) would be approved by ARG.
- 5.8.2 The Board expressed disappointment that the procurement process had not led to competition from more suppliers and that, although they had every confidence in the appointed external auditors, they recognised it was not ideal from a governance perspective that they did not have more choice of potential providers.
- 5.8.3 The Board **approved** the appointment of BDO LLP as the University's external auditors for a further 4 year period.

6 **COMMITTEE REPORTS**

6.1 **Finance & Resources Committee (22 January 2016)**

The minutes were **noted**. Prof Conder noted the referral to the ARG from the FRC to consider the proposed increase in Director's and Officer's insurance cover from £5 million to £10 million. Having consulted other ARG members out of committee he confirmed that they were content to approve the increase. However, Mr Skinner clarified that the FRC had suggested that the ARG consider whether the proposed amount of cover was adequate to provide mitigation against any relevant risks. It was agreed that the increase to £10 million be approved with immediate effect, but that ARG would review the cover in terms of risk mitigation and increase it further if necessary.

6.1.1 **Management Accounts**

The Management Accounts were **noted**.

6.2 **Remuneration Committee (26 November 2015)**

The minutes were **noted**.

6.2.1 **Terms of Reference of Remuneration Committee (for approval)**

The amended terms of reference were **approved**.

7 **ANY OTHER BUSINESS**

- 7.1 The Chairman thanked Dr McMillan, on behalf of the Board, for her valuable contribution as her second term of office had come to an end.

Strictly confidential and legally privileged

7.2 [Confidential]

7.3 [Confidential]

8 **DATE OF NEXT MEETING**

- 8.1 The next Board Meeting will take place in the Board Room, 5th Floor, Poole House, on

Friday 6th May, 2016 at 9.00am.

Clerk to the University Board
February 2016

Approved as a true and accurate record:

..... Date:.....6 May 2016.....

Mrs S Sutherland (Chair)