

CONFIRMED

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 8 July 2016

Present: Mrs S Sutherland Independent Board Member (Chairman)

Mr J Andrews Chief Operating Officer (COO)
Mr N Beal Independent Board Member

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
Mr T Irish Independent Board Member
Mr S Jones Independent Board Member
Mrs J Lang Independent Board Member

Mr T Lee Independent Board Member (Deputy Chairman)

Prof T McIntyre-Bhatty
Dr P Rawlinson
Prof E Rosser

Deputy Vice-Chancellor (DVC)
Independent Board Member
Elected Senate Member

Ms C Schendel-Wilson President, Students' Union at Bournemouth University

(SUBU)

Dr R Scullion Elected Academic Staff Member

Dr C Shaw Independent Board Member (Item 2 onwards)

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 K Hayward External Auditor, BDO (for Board briefing presentation)

Mr S Kemp Internal Auditor, KCG (for Board briefing presentation)
Dr S Minocha Pro Vice-Chancellor Global Engagement (Item 3.2)
Mr G Rayment Corporate Governance & Committees Manager

Ms D Wakely Clerk to the University Board

Apologies: Miss A D'Abreo Independent Board Member

Observer: Mr D Asaya President elect, Students' Union at Bournemouth

University (SUBU)

Declarations of Interest

Mr Beards, Mr Clark and Professor McIntyre-Bhatty are Directors of the University's subsidiary company BU Innovations Ltd. Mr Andrews is a member of the Board of the Dorset Local Enterprise Partnership. Mrs Lang is an immigration tribunal judge.

BOARD BRIEFING SESSION: FRS102 and Value for Money (Internal and External Auditors)

The Board welcomed Mr Hayward who provided an overview presentation on the new accounting standard FRS102 and the implications for the Board. FRS 102 replaced the previous UK GAAP and drew together a number of accounting standards, both UK and international. Key changes included the need to ascribe 'fair value' to assets and

liabilities. Valuations could be conducted by the University, but as a matter of good practice should not be provided by the auditors themselves. Intangible assets would also need to be valued. Another key difference was the need to accrue for untaken staff holiday on the balance sheet. FRS102 also allowed for more deferred taxation (noting the potential impact in respect of properties held for profit). Mr Hayward confirmed that FRS102 applied to all relevant organisations regardless of size or charity status, although there were some variations in respect of subsidiaries.

Mr Kemp then gave a presentation on value for money (VfM) in Higher Education. Focussing on the definition of VfM as comprising three elements – economy, efficiency and effectiveness – he explained how approaches had evolved to a broader, performance management approach rather than the traditional focus on cash savings. He set out the regulatory framework including the Board's responsibilities under the Articles of Government, the annual report to the Audit, Risk & Governance Committee (ARG), and the relevant sections of the CUC Code of Governance for Higher Education. The Board received assurance on the arrangements for VfM specifically via the reports from the ARG and the annual internal audit as well as through other reporting mechanisms such as Key Performance Indicators (KPIs) and project business cases. The increasing focus on VfM was expected to continue under the new Office for Students and Teaching Excellence Framework and it was likely that there would be an emphasis on student outcomes.

1 MINUTES OF PREVIOUS MEETINGS

1.1 Minutes of the University Board Meeting, 6 May 2016

The minutes were approved as an accurate record.

1.2 Matters Arising and Actions Register

The Board noted the Actions Register. The VC explained that the report on the UKVI audit in respect of staff was still awaited and a further audit visit in respect of students was expected to take place on 25th July. The Clerk to the Board explained that she had sought clarification from a UKVI representative on the likelihood of criminal liability and it was believed that no such instances had occurred within the HE sector. The types of procedural issues currently arising in the sector were matters of civil liability.

In respect of minute 4.3.2 on the Vision 4 Learning business case, Ms Troy asked whether the agreed [confidential] contingency in respect of exchange rate risks would still be sufficient in light of the EU Referendum result. The DVC agreed that it was possible that this figure would need to be increased but that it was still too early to undertake an informed review of the impact.

2 CONTEXT SETTING AND UPDATE REPORTS

2.1 VC's BU Update Report - Confidential

- 2.1.1 The VC began his update on Sector issues by considering the EU Referendum result and plans for Brexit. The University had done what it could to reassure EU staff and students based on the assurances issued by Government, specifically that there would be continued participation in Erasmus and research funding and no immediate changes to immigration rules. The Student Loans Company (SLC) had also confirmed that current eligible EU students and those starting in the Autumn would continue to receive funding for the duration of their study. Uncertainty continued, however, regarding the longer-term position and the University continued to engage with the policy debate, both directly and through Universities UK (UUK).
- 2.1.2 In terms of financial impact, the University had approximately 800 EU students (600 undergraduate and 200 postgraduate). Of the undergraduate students approximately 400 received funding via the SLC and 200 were self-funding. EU research funding

equated to approximately £1.3 million and work was being undertaken to identify equivalent funding sources. It was likely that the greater impact risk would be on the University's global diversity aspirations, staff and student mobility and how we could ensure that we continued to be regarded as a viable research partner for other EU countries. All of these matters were being given careful consideration.

- 2.1.3 Dr Scullion highlighted the risks for EU staff and also the concerns arising from the increased incidents of racial attacks and xenophobic behaviour in the UK that had been reported following the referendum. Feedback from staff was that a robust response to these issues was needed from the University leadership. The SUBU President agreed that there was an expectation from students that the University would take a strong stance and SUBU would be willing to help disseminate communications if necessary. The VC acknowledged this and explained that every EU student had been contacted individually, however in light of the on-going uncertainties it was felt important not to give false assurances. Members broadly agreed but felt that it was important that the University take a pro-active stance on influencing the decisions being taken and adopted a strong voice as the position became clearer. The COO added that a policy statement had been produced and communications issued regarding responding to racist incidents.
- 2.1.4 On other Sector developments, the University had responded to the consultation on the Government's plans to replace NHS bursaries with loans, highlighting concerns about the impact on both mature students and placements. The DVC explained that modelling had been undertaken with the HSS Faculty on the impact of the change with efforts being made to eradicate any hidden costs (such as travel). On the White Paper and the HE and Research Bill, it was now understood that this would not be presented in this Parliamentary session. Discussions on the metrics which would be used to measure the TEF were ongoing and were expected to be implemented from the Autumn term.
- 2.1.5 Turning to BU activity, the VC reported that a new interim Executive Dean had been appointed to the Faculty of Management, Jane Houzer. On rankings, the National Student Survey (NSS) results were expect to be received late July/early August. The Destination of Leavers from Higher Education (DLHE) survey results had shown an improvement to 93.6% which was expected to impact positively on the University's rankings. Student applications had increased by 12.25% on the previous year and ABB+ applications had increased by 16.5%.
- 2.1.6 The VC's report was **noted**.

2.2 Students' Union at Bournemouth University

- 2.2.1 The SUBU President presented her report including highlights of the key priorities for each of the newly elected officers. These included international students, student housing, widening participation, employability, teaching and diversity. SUBU had organised an event in the run-up to the EU Referendum in which local MPs had participated in a debate. Students had participated in a recent University Leadership Team (ULT) awayday and discussed the 'marketisation' of Higher Education and student expectations. SUBU had also received the NUS Education Award as well as being shortlisted for the Student Union of the Year Award.
- 2.2.2 Members asked the SUBU President's views on what particular measures she felt might help to improve the University's NSS results. She suggested that key factors might be better consistency and management of student expectations as well as better communications to reassure students on the extent to which the University cared about the student experience and listened to the student voice. Her experience was that the University was focused on student experience and that extensive efforts were made to hear the student voice, including at the highest level of committees, so communication of this was important. Members also noted that the new VP Education had commented that they wished to see a shift of emphasis away from academic research towards excellent teaching. The SUBU President confirmed that students did perceive this to be

an issue and it had been the subject of a vigorous debate at the recent Senate meeting with a number of academic staff suggesting that good academic researchers made the best teachers whilst students did not necessarily all agree that this was the case.

2.2.3 The SUBU President's report was **noted**.

2.3 Chairman's Report

2.3.1 Membership Update

Following the completion of a recruitment process which had resulted in 38 Board membership applications being received, the Selection panel had shortlisted and interviewed 6 candidates of whom 3 were recommended to the Board for appointment by the Nominations Committee, subject to the usual due diligence checks and satisfactory references. The Board **approved** the appointments of Mr David Kane from 1st August 2016, Mrs Tola Oloyede from 1st December 2016 and Mr David Furniss from 1st March 2017. Where appropriate new appointees would be co-opted to serve on Committees ahead of their Board terms of office commencing.

Mr Skinner and Mrs Sutherland withdrew from the meeting and Mr Lee took the Chair.

The Board **approved** the Nomination Committee's recommendation that Mr Skinner be appointed to the Remuneration Committee and that Mrs Sutherland be co-opted back to the Remuneration Committee for a period of 1 year.

Mr Skinner and Mrs Sutherland rejoined the meeting.

Subject to confirmation of his appointment, the Board also **approved** the recommendation that new member Mr Furniss be co-opted to the Remuneration Committee with effect from 1st August 2016.

Mr Irish withdrew from the meeting

The Board **approved** the Nominations Committee's recommendation that Mr Irish be appointed Chairman of the Remuneration Committee from1st December 2016 following Mr Lee's departure.

Mr Irish rejoined the meeting.

The Board **approved** the Nominations Committee's recommendations for new member committee appointments (subject to due diligence as above) as follows:

Finance & Resources Committee (FRC): Mrs Oloyede to be co-opted to the Committee from 1st August 2016 and Mr Furniss to be appointed to the Committee from 1st December 2016.

Audit, Risk & Governance (ARG): Mr Kane to join the Committee with effect from 1st August 2016.

2.3.2 Chair's Action and Use of the University Seal

The report was **noted**.

3 STRATEGIC AND FINANCIAL MATTERS

3.1 **Key Performance Indicators**

3.1.1 The VC presented the report of current performance against the BU 2018 KPIs. The

Board noted that KPI 1 Academic Strength continued to improve and that the major drive to fill academic vacancies had impacted positively on the Student: Staff ratios.

3.1.2 The Board **noted** the report.

3.2 Global Engagement Update

- 3.2.1 Dr Minocha presented this progress report and explained that the University's approach was not just to respond to the context but to shape it through work with UUK and Government. She drew Members' attention to the table setting our progress to date against the 1-6-3 Framework of the Global Engagement Plan. The report also set out the future ambitions for the plan which was currently still in phase 1 but extended through to phase 3 up to 2025. The Board noted that PI 7 (Students engaged in exchange and mobility) was showing significant improvement and was expected to reach 20% in the next 2 years.
- 3.2.2 Members also noted that the selection of the 6 key international partnerships was very important and potentially challenging. Members enquired about the University's language provision and Dr Minocha explained that the University had a language centre which provided 6 languages linked to tourism programmes. More would be done to increase provision over the next 6 months. The Board noted that there was currently little engagement with Africa and Dr Minocha explained that this was largely an outward mobility market but with possible opportunities for research activity. It was unlikely that it would be a hub for the University due to the risk profile. Members also noted that Germany had overtaken the UK as a preferred study destination and this was felt to be due chiefly to their advantageous student visa arrangements. Finally Members asked what the main barriers were to students' outward mobility and Dr Minocha suggested that these were primarily financial and cultural, but also complicated by differences in academic structure (e.g. timing of semesters) although work had been undertaken by BU to seek to improve that aspect.
- 3.2.3 The Board **noted** the report and agreed to receive a further update in 2018.

3.3 **Delivery Plan Summary**

- 3.3.1 The Board received the Delivery Planning summaries for all Faculties and Professional Services with the VC highlighting a number of process improvements and moves towards more integrated, connected approaches. Members noted the summary for the Graduate School which highlighted the risks and uncertainties related to the ongoing Graduate School review. The VC explained that the review was necessary and would lead to changes to make the School more effective and better aligned to Faculties. The DVC added that additional resources had been made available to the School but performance would be addressed through the review.
- 3.3.2 Mr Clark offered to support the Director of Marketing & Communications in examining mobile technologies. The COO added that the team had won the Marketing Team of the Year award at the previous evening's Higher Education Awards ceremony. Members also noted the HR issues raised in the Faculty of Science & Technology's summary and the COO confirmed that these were being addressed and that staff turnover remained relative low. Finally, Members discussed the length and level of detail contained in the report and, whilst finding this useful to understanding how the organisation worked and noting that the Board had previously requested more detail, it was agreed to consider how the presentation might be made shorter and more accessible.

ACTION: Review how the annual report on Delivery Planning summaries is presented and whether it can be made more concise.

ACTION BY: Clerk to the Board/DVC (to be considered by Board papers working group)

3.4 University Budget 2016/17

- 3.4.1 The DoFP presented the Budget on the recommendation of the FRC. Financial fundamentals remained positive with a 3% increase in student numbers. Recruitment was kept under review with money reallocated between budgets where necessary. Members noted, however, the major economic uncertainties arising from Brexit which had the potential to impact on the disposal of Cranborne House, EU Research funding and student numbers all of which could impact on the corridor of affordability from 2017/18 onwards. The DVC explained that scenario planning against a range of assumptions had been undertaken and the COO added that it was important to consider the risks associated with not progressing with investment plans or delaying them the possible impacts were not simply financial.
- 3.4.2 The DoFP explained that, regarding the disposal of Cranborne House, the potential purchaser was believed to remain committed to the transaction and that investment streams from residences remained attractive to the markets. He was less confident, however, on whether the completion could be achieved by 31st July as it may be delayed by a few weeks.
- 3.4.3 Turning to borrowings, the DoFP explained that the key decisions would be sought once the planning permissions for FB2 and FB3 had been received. [Confidential]. The final pause point would be in the autumn at which point the risks would be clearer and after which construction would commence.
- 3.4.4 The FRC Chairman drew Members' attention to the clarification in the budget report of the funding arrangements for the Vision 4 Learning project as previously discussed by the Board. He confirmed that this had been scrutinised by the FRC who were assured that the project remained affordable and achievable.
- 3.4.5 The budget for 2016-17 was **approved**.
- 3.5 3-year Financial Forecast Submission to HEFCE
- 3.5.1 The 3-year Financial Forecast Submission to HEFCE was **approved**.
- 3.6 Loan Facility Options for future borrowing
- 3.6.1 The DoFP presented this report on options for borrowing on the recommendation of the FRC. He clarified that the reference at 1.11 of the paper should have read '...will be adequate' rather than '...may be adequate'. The Board **noted** the revised cash flow position and the decision to defer further term borrowing until 2017-18.
- 3.6.2 The Board **approved** the recommendation that the existing Revolving Credit Facility of £20 million be replaced with a £10 million facility from January 2017 by means of a competitive tendering process.

3.7 Further Review of Fees

- 3.7.1 The DVC presented this report which proposed an inflationary fee increase of 2.8% in line with the uplift announced by the Minister to Parliament. The paper had previously been circulated to Members by e-mail for comment. The revised report included an update to reflect the EU referendum result and the statement from the SLC that current students/applicants would have their study loans underwritten for the duration of their study. It was anticipated that any further changes to the loan system would be presented to the Board for discussion in May 2017 for September 2018 entry.
- 3.7.2 The DVC also clarified that any fee increase would apply only to new entrants starting their course in 2017/18 and not to continuing students. The recommendation of Fees Board and of UET was that undergraduate UK and EU fees for UK and EU undergraduate entrants in 2017/18 be changed to £9250 whilst standard foundation

programmes would remain at £6,000. The paper highlighted that since the introduction of higher level fees in 2012, and the change in government funding policy, in real terms a per capita decrease year on year over time was likely to jeopardise the University's provision for students, outcomes, competitiveness and ability to invest in both physical and intellectual capital.

- 3.7.3 Dr Scullion stated that he did not support the proposed increase for the reasons set out in his e-mail response (copied to all members) of 10th June. Primarily these were the fact that students were broadly opposed to fee increases and increasingly questioning of whether they were receiving value for money, which also had the potential to impact on NSS results. In addition, the University should consider the ethical implications of contributing to increased student debt and be prepared to demonstrate how any additional fee income would be used. Finally he noted that the proposed fee increase coincided with an industrial dispute over academic staff pay.
- 3.7.4 The Board **approved** the recommended fee increase to £9,250 for undergraduate UK and EU entrants in 2017/18 should it be eligible to do so (by achieving a rating of 'meets expectations' under the TEF) noting the dissent of Dr Scullion. Standard Foundation Programmes would remain at £6,000.

3.8 Fair Access Agreement

3.8.1 The DVC presented the revised draft Fair Access Agreement (FAA) which had been amended to reflect the proposed new fee levels following the issue of guidance from the Office for Fair Access on 2 June. The revised FAA was **approved**.

3.9 Lansdowne Project

- 3.9.1 The COO presented this report on the Lansdowne Development Strategy and request for approval of the next phase of project funding on the recommendation of the FRC. He reminded Members that this was the penultimate project pause point prior to the commencement of the construction phase.
- 3.9.2 The Board **approved** project funding of £[confidential] as per the updated outline business case.

3.10 Cranborne House Update

3.10.1 The Board **noted** the report on progress and next steps in respect of the disposal of Cranborne House.

3.11 Talbot Infrastructure Project

- 3.11.1 The COO presented this report which had been updated to include the additional information requested by the FRC. This set out (at section 3.5) how the original budget estimate of [confidential] was allocated between the project elements. The revised requirement was not expected to impact on the project timescales.
- 3.11.2 The Board **approved** the change to the scope of the project as set out in the paper and the next phase of project funding to the value of [confidential] in line with the outline business case bringing the total cumulative budget to date to [confidential]. This allowed the scheme to progress between July 2016 and the planned submission of the full Business Case for approval to the Board on 25 November 2016.

4 OPERATIONAL MATTERS

4.1 Related Companies Policy and Procedures

4.1.1 The Board **approved** the Related Companies Policy & Procedures and the recommendation that it be placed on a three-yearly review cycle on the recommendation of the ARG and FRC.

ACTION: Publish the approved revised Related Companies Policy and Procedures and place on 3 yearly review cycle.

ACTION BY: Clerk to the Board

4.2 Code of Practice on Freedom of Speech

4.2.1 The Board noted the report on the implementation of the Code and **approved** the proposed amendments on the recommendation of the ARG.

ACTION: Publish the approved revised Code of Practice on Freedom of Speech.

ACTION BY: Clerk to the Board

4.3 SUBU Constitution and By-laws

- 4.3.1 The Clerk to the Board presented this report on proposed revisions to the SUBU Constitution and By-laws on the recommendation of ARG. The proposals were required in order to deal with the changes made to the number of sabbatical officers and had been drafted in consultation with BU's external legal advisers. The SUBU President added that the issues had arisen as a result of differences in interpretation. The paper also addressed the five yearly review which would otherwise have been due in November 2016 in any event.
- 4.3.2 The revised SUBU Constitution and By-laws were approved.

ACTION: Present the revised SUBU Constitution and By-Laws for approval at the autumn Union General meeting.

ACTION BY: SUBU President/SUBU General Manager

4.4 Independent Board Review Report

- 4.4.1 The Clerk to the Board presented the report and recommendations of the Independent Board Review conducted by the Good Governance Institute. The eight recommendations had been considered by both the ARG and Nominations Committee and were **approved** by the Board with amendments as follows:
- 4.4.2 Recommendations 1 to 3: Academic Governance: Members noted that they were all welcome to attend Senate meetings as observers at any time. It was agreed to extend the presentation of the report back from Senate and the Senate minutes to the Board to include both the VC and the Senate Representative, and to involve the Senate Representative in the preparation and presentation of the annual Senate report. The Board agreed to explore more opportunities for informal interactions with Senate members out of meetings but did not support the recommendation for an annual joint meeting, although joint seminars would be considered for specific discussions, such as major strategic planning (e.g. BU 2025).

ACTION: Future Senate meeting and minutes reporting and annual report to be presented to the Board jointly by the Senate representative and the VC. Senate representative also to be consulted on the draft Senate annual report.

ACTION BY: Clerk to the Board/Senate Rep/VC

4.4.3 Recommendation 4: Changes to financial authority limits for FRC: The Board approved the recommendation that the FRC be delegated authority to approve aggregated expenditure of up to £1 million, to be implemented through an amendment to the Financial Regulations. The Board added the caveat that such authority would be subject to the expenditure being within the University's agreed risk appetite statements,

otherwise it should be referred back to the full Board.

ACTION: To incorporate this amendment into the Financial Regulations and present to the Board (via the ARG) for approval.

ACTION BY: DoFP

4.4.4 Recommendation 5: Management Information: The Board **approved** the recommendation that a small task & finish group be established to review committee papers with a view to re-modelling them to provide a more strategic focus in support of decision-making.

ACTION: Establish a task & finish group to review the presentation of information to the Board.

ACTION BY: Clerk to the Board

4.4.5 Recommendation 6: HR Matters: The Board agreed that the recommendation that the FRC give a greater degree of focus to HR matters be referred to the FRC itself for further consideration.

ACTION: FRC to consider the recommendation that it give a greater degree of focus to HR matters. To be placed on the agenda for the next FRC meeting.

ACTION BY: Clerk to the Board.

4.4.6 Recommendation 7: Board Member Reviews: The Board approved the recommendation of the ARG that the system of new members receiving a review after one year, and then a full review every two years thereafter be retained, but with the introduction of an annual 'touch point' to ensure that any issues could be discussed and addressed annually.

ACTION: Chair and Deputy Chair of the Board to ensure that there is an annual 'touch point' with Board members pending their full two yearly development reviews.

ACTION BY: Chair/Deputy Chair

4.4.7 Recommendation 8: Annual Board development/strategy day to permit 'blue skies' thinking: The Board did not support the proposal for an additional annual meeting, but agreed that these ideas could be incorporated into the October Board meetings which were already intended to have a development and strategic planning focus and were kept free of routine business unless urgent.

ACTION: To review the October Board meeting agendas to ensure sufficient time for development and strategic planning.

ACTION BY: Clerk to the Board/Chair

5 COMMITTEE REPORTS

5.1 Audit, Risk & Governance Committee (17th June 2016)

The minutes were **noted**.

5.1.1 Risk Register

The Board noted the risk register as at May 2016 and the DVC explained that work was continuing to minimise the time lag between the date of the register and the Board

meeting. Members noted new risk 2.3 on the EU Referendum. It was agreed to consider whether action could be taken to make the risk register more accessible on mobile devices, or to provide paper copies if this was not possible. This would be done as part of the task and finish group's review of Board papers.

ACTION: To review the accessibility of the Risk Register on mobile devices.

ACTION BY: DVC

5.1.2 HEFCE Annual Assessment of Institutional Risk

The letter and rating of 'not at higher risk' arising from the HEFCE Annual Assessment was **noted**.

5.2 Senate (8 June 2016)

The minutes were **noted**. The VC highlighted the main items of interest which included the Graduate School review and the annual review of the KPIs. Prof Rosser added that the debate on the Graduate School review had been rigorous, considering the proposal that two postgraduate schools be created allowing closer alignment with the Faculties.

5.3 Finance & Resources Committee (3 June 2016)

5.3.1 The minutes were **noted**. Dr Rawlinson drew Members' attention to the Committee's discussion of the Campus Network Refresh project (minute 10.3) which was expected to be presented to the Board in the Autumn. The Management Accounts were **noted**.

5.4 Development Funding Committee (6 May 2016)

The minutes were noted.

5.4.1 DFC Terms of Reference

The amended Terms of Reference were approved.

6 ANY OTHER BUSINESS

- 6.1 The COO presented a tabled report on developments regarding the 10 year Bus Contract which was previously approved under delegated authority from the Board by the FRC. [confidential].
- 6.2 The Chairman reminded members that, as per the process previously approved by the Board, nominations for a new Deputy Chair would be sought from Members in early September.
- 6.3 The Deputy Chairman led the Board in thanking the Chairman for her outstanding contribution to the University and excellent Chairing of the Board during her term of office
- The Chairman thanked on behalf of the Members Dr Scullion for his contribution to the Board during his term of office as elected academic staff member. She also thanked the outgoing SUBU President for her contribution and valued input into all discussions from a student perspective which helped the Board to ensure it remained student centred.

7 DATE OF NEXT MEETING

7.1 The next meeting will take place on Friday 7th October 2016 at 9.30 am in the Boardroom.

Clerk to the University Board - July 2016

Approved as a true and accurate record:
Date:
(Chairman)