



**Bournemouth
University**

CONFIRMED

UNIVERSITY BOARD

MINUTES OF THE MEETING HELD ON FRIDAY, 10 MAY 2019

Present:	Prof R Conder	Independent Board Member (Chair)
	Mr J Andrews	Chief Operating Officer (COO)
	Mr A A Balogun	President, Students' Union at Bournemouth University
	Mr N Beal	Independent Board Member
	Mr G Beards	Finance Director (FD)
	Mr J Beswick	Independent Board Member
	Mr A Brien	Independent Board Member
	Miss A D'Abreo	Independent Board Member
	Mr S Jones	Independent Board Member
	Mr D Furniss	Independent Board Member
	Mr K Hoods	Independent Board Member
	Mrs J Lang	Independent Board Member (Deputy Chair)
	Prof T McIntyre-Bhatty	Deputy Vice-Chancellor (DVC)
	Mrs A Oloyede	Independent Board Member
	Ms P Peckham	Elected Professional & Support Staff Member
	Mr D Pullen	Independent Board Member
	Prof T Rees	Elected Senate Member
	Dr C Shaw	Independent Board Member
	Ms C Troy	Independent Board Member
	Prof J Vinney	Vice-Chancellor (VC)
	Mrs D Ward	Independent Board Member
In Attendance:	Mr G Rayment	Corporate Governance & Committees Manager
	Ms D Wakely	Clerk to the University Board
Observer	Miss Y Oluseun	Board Apprentice
Apologies:	Mr D Kane	Independent Board Member

The Chair welcomed newly appointed independent Board Members Mr John Beswick, Mr Karl Hoods and Mrs Debbie Ward to their first meeting of the Board. He also welcomed newly appointed Board Apprentice Miss Yemi Oluseun.

Declarations of Interest

Mr Beards 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. Mr Hoods declared that he is employed by the Department of Business Energy and Industrial Strategy and therefore would not be able to discuss UKRI funding. Mr Beswick declared that he is on the Board of the Hertfordshire Local Enterprise Partnership and the Board of Mobile Broadband Network Limited (MBNL) in addition to his role at BT Technology. In respect of Item 3.2 (Chapel Gate Acquisition Business Case) Mr Jones is an employee of Savills but confirmed that he had no involvement in Savills' initial site evaluation and was not aware that the University had commissioned Savills until after the event.

1 MINUTES OF THE PREVIOUS MEETING

1.1 Minutes of the University Board Meeting, 15 February 2019 [UB-1819-3-001]

18/158 The minutes were **approved** as an accurate record.

1.2 Matters Arising and Actions Register [UB-1819-3-002]

18/159 The Actions Register was **noted**. All actions had been completed, were ongoing and covered elsewhere on the agenda, or were not yet due.

2 CONTEXT SETTING AND UPDATE REPORTS

2.1 VC's BU Update Report [UB-1819-3-003]

18/160 The VC presented highlights of his update report. Outcomes from the independent review of the Teaching Excellence Framework (TEF) were expected to be published in the summer. A response had been submitted to the consultation on the plans for the Knowledge Exchange Framework (KEF) and an analysis of the responses was expected to be published in June 2019. The Augar review of post-18 Education and funding had been further delayed. It was likely that any recommendations would be considered by the Department for Education alongside the Government's comprehensive spending review in the autumn.

18/161 The Secretary of State for Education had written to the University concerning unconditional offers. The letter together with the responses sent from both the VC and the Chair of the Board had been circulated to all Members and the University's admissions policy would be discussed at the Board's July meeting. The Office for Students (OfS) had also written to all universities regarding their financial forecasts and student number projections. Unlike a number of other institutions BU had not modelled an increase in student recruitment when completing its financial forecasts. On Prevent, the OfS had concluded that the University *had demonstrated due regard to the Prevent Duty* and their risk assessment was that the University was *not at higher risk of non-compliance with Prevent*.

18/162 On community engagement, BU had held a series of global Festival of Learning events in Vietnam and had also worked with local NHS bodies for a 'Transforming Healthcare through Innovation' event where BU's plans for medical science were discussed.

18/163 Turning to league tables, BU had been ranked in the top 15% of universities across the world in the first Times Higher Education University Impact Rankings, being placed 55th out of over 450 universities worldwide (13th in the UK). In the Complete University Guide BU had dropped slightly from 66th to 70th overall but had maintained its scores in most categories. Members asked which actions were needed to address BU's league table position and the VC explained that BU2025 addressed all the key aspects, as shown through the KPI set. Student satisfaction scores were highly weighted and would have significant impact on league table position.

18/164 The VC's update report was **noted**.

2.2 SUBU Update Report [UB-1819-3-004]

- 18/165 The Chair congratulated the SUBU President and sabbatical officers on their re-election to their roles for a second term of office before inviting the President to present highlights of his report. The SUBU President summarised the current priority work areas, including student engagement on the Access & Participation Plan, BME student experience; and student perceptions of assessment and feedback (an ongoing challenge for the sector as reflected in NSS results). Work was also being undertaken to consider the need for sports facilities in Lansdowne. The COO confirmed that the SUVP Activities had been speaking to Sport BU and this formed part of the conversation around the Chapel Gate site (see separate agenda items below).
- 18/166 Mr Balogun confirmed that SUBU worked with the University's marketing and communications team to encourage students to participate in the NSS. The COO added that the University's NSS response rate was typically around 75%, which was good for the Sector.
- 18/167 The Chair noted and welcomed in particular the SUBU activities on alcohol harm reduction, mental health awareness and sexual harassment reduction.
- 18/168 The SUBU President's update report was **noted**.

2.3 Chair's Report

2.3.1 Chair's Action, Written Resolutions and Use of the University Seal [UB-1819-3-005]

- 18/169 The Board **noted** the report.

2.3.2 Review of Board Effectiveness – Outcomes and Action Plan [Verbal report]

- 18/170 The Chair thanked those Members that had completed the Board Effectiveness Review survey. Following an extension of the deadline, the final response rate had been 78% and no critical or urgent matters had been raised. The Chair and Deputy Chair had received the full results and would review these before presenting a full report and action plan to the next Board meeting in July.

ACTION: Present a report on the results of the Board Effectiveness Review and action plan to the July 2019 Board meeting.

Action by: Chair/Deputy Chair (with the Clerk to the Board)

3 STRATEGIC MATTERS

3.1 Key Performance Indicators [UB-1819-3-006]

- 18/171 The VC presented the KPI report and explained that the presentation of the information was continuing to be reviewed, with some information embellished and expanded narratives now accompanying each of the infographics. Definitions of the different measures (including for example teaching quality and research assessment intensity) were provided in the 'Data Definitions' section of the report. Positive highlights of the current report included the decrease in the gender pay gap (by 1.6% to 17%); the increases in research bidding activity (approximately £1 million more than the same time the previous year); and the reduction in carbon emissions.

- 18/172 Access metrics remained challenging and targeted action would be required to address this. On the 'critical mass' measures, this had dropped from 25% to 20% as a result of changes in Post-Doctoral Research Assistant staff numbers and reporting lines.
- 18/173 Members asked that at least annually reports provide previous infographics alongside the current ones so that changes over time were apparent. Members also requested that information about the progress in mock REF assessments be incorporated into the narrative to provide an interim indicator pending the next REF outcome. It was also agreed to use the Board's October meeting to review BU2025 progress and the KPI reports in further detail.

ACTION: Future KPI reports, at least annually, to show progress over time when presenting infographics.

Action by: VC

ACTION: Consider BU2025 progress and the KPI reports in further detail at October 2019 Board meeting.

Action by: VC

- 18/174 The VC advised that the % of *Departments with critical mass* data would be reconfigured in future to match the new Departmental Structure.
- 18/175 The Board **noted** the BU2025 KPI report

3.2 Chapel Gate Acquisition Business Case [UB-1819-3-007]

- 18/176 The Chair confirmed that the Chapel Gate Business Case was presented to the Board for approval on the recommendation of the Finance & Resources Committee (FRC) and the proposals to establish a related company had been scrutinised and recommended to the Board by both the FRC and the Audit, Risk & Governance Committee (ARG). To set the context for the discussion and for the benefit of new members, the COO provided a brief presentation showing the location of Chapel Gate and the site plans. Professional independent advice on the acquisition had been provided by Savills, VWV and PwC as detailed in the report.
- 18/177 In summary, the COO reminded the Board that the Chapel Gate acquisition represented an exceptional opportunity which, whilst not part of the agreed Estates Development Framework (EDF), did provide opportunities for strategic alignment. The budget to purchase the freehold was £[redacted] (ex VAT) which would provide sufficient to clear the debts of the current owner (Bournemouth & District Recreational Charity) and to invest in priority improvements to the site. This funding was available from the EDF budget following a re-prioritisation of anticipated expenditure. Commitment was also sought for ongoing revenue expenditure to maintain the site, to be agreed via the annual budgeting process. Longer-term capital investment would form part of the planning for EDF phase 3.
- 18/178 ARG had scrutinised the risks and were content, whilst FRC had sought further information on opportunities for raising revenue from the site and plans for capital investment. This additional information was provided in the report. There were two

restrictive covenants applicable to the site (restricting it to its current use) and four consents to sale were required in relation to Barclays, Sport England, the English Cricket Board and the National Playing Fields Association. Negotiations were progressing to obtain the consents. There were also several leases in place including two clubs which were seeking to extend their current arrangements, the nursery lease and a long lease for the rifle club. The COO confirmed that whilst the site was not unencumbered he was confident that the existing rights could be managed alongside BU's strategic objectives. In terms of timing, it was hoped that the exchange of contracts would take place as soon as possible after the 17th May. This was subject to ongoing negotiations. Detailed internal and external communications were being put in place. In terms of access the site would benefit from the Dorset LEP investment in road access and the bus service would be extended to provide access for University students, staff and the general public.

- 18/179 The related company, BU Community Business (BUCB) Ltd. would be a wholly owned subsidiary established to operate the site. BDRC trustees would be represented on the Board of the company along with an independent sports expert. The FD would be the nominated officer and report to the Board via FRC/ARG in accordance with the Related Companies Policy and Procedures. The Company's business plan was presented with the report. It was noted that, while there would be no student member on the BUCB Board, the Head of Student Services would be a Director and there would also be opportunities to include student engagement via the separate Operational Group.
- 18/180 Members noted the finance review contained in the Subsidiary Authorisation Form (SAF1) and that the BUCB would be registered for VAT. Final external advice on the VAT recovery position was awaited. Payments of any profits from the subsidiary to BU would be made as Gift Aid Donations, eliminating any corporation tax liability.
- 18/181 The Board **approved** the business case to purchase the freehold of Chapel Gate site. The £[redacted] ex VAT, (up to c.£ [redacted] including VAT) budget included provision to carry out necessary improvements to the site. The budget was funded via the Estates Development Framework. In addition, the Board **approved** the revenue commitment required to ensure the site and facilities were appropriately managed and the condition was maintained. This revenue budget would form part of the annual budgeting process for BU.

3.3 Chapel Gate – Establishment of a Related Company [UB-1819-3-008]

- 18/182 The proposal for the establishment of BUCB was considered together with the Business Case (item 3.2 above). The Chair thanked the COO and all staff involved for their efforts in progressing the Chapel Gate acquisition and presenting the proposals to the Board.
- 18/183 The Board **approved** the establishment of a wholly owned subsidiary company, BU Community Business Ltd under the Related Companies Policy and Procedures and noted that the final company documentation would be considered by UET under Stage 3 of the Related Companies Policy and Procedures.

3.4 Review of UK & EU Undergraduate Fees 2020/21 [UB-1819-3-009]

- 18/184 The Chair reminded the Board that any Members with an interest in relation to this item (family or other relations who are, or could be students impacted by the fee

decisions for 2020/21 entry) would need to withdraw. No such declarations were made.

- 18/185 The DVC presented the report on the annual review of UK and EU Undergraduate fees. The Board previously agreed that fees for foundation courses would be held at £6,000 per annum and undergraduate programmes were increased to £9,250 per annum following the allowable inflationary increase linked to the TEF result. The University's ability to continue to charge fees at those levels was dependent upon approval of the Access & Participation Plan (APP) which would not be confirmed until 20th September. Provisional fees would therefore be published with statements that they were subject to regulatory approval. The Government's current review of post-18 education and the review of the Teaching Excellence Framework (TEF) had still not concluded. Therefore, UK and EU fees appeared to be capped at the existing levels subject to APP approval.
- 18/186 It was recommended that the Undergraduate and EU student fees be held at £9,250 per annum for 2020/21 entry students and foundation programmes at £6,000 per annum, subject to regulatory approval. The University's policy that fees would not increase for any students after their point of entry to the University would continue. Further information would be provided to the Board in due course regarding any future government policy announcements.
- 18/187 The Board **approved** the recommendation for fee levels for UK and EU undergraduate students for 2020/21.

4 OPERATIONAL MATTERS

4.1 Annual Review of the Financial Regulations [UB-1819-3-010]

- 18/188 The FD presented a paper recommending minor amendments to the Financial Regulations relating mainly to updates to cross-referenced policies and procedures and names and titles. The Financial Authority Limits were amended to increase the limit for research project approvals following an expected increase in high value bids. The limit above which FRC approval was required was increased from £500,000 to £750,000. The FRC had asked whether the limit should be increased further, but the FD confirmed that after further consideration UET were content with the increase to £750,000 at this annual review.

- 18/189 The Board **approved** the amendments to the Financial Regulations.

4.2 Review of Scheme of Delegation [UB-1819-3-011]

- 18/190 The Clerk to the Board presented proposed amendments to the Scheme of Delegation (SoD). The SoD is reviewed annually by the ARG which considered the draft at its meeting on 15 March 2019 and recommended it to the Board for approval. Minor revisions were proposed to reflect current practice and updated titles where necessary.
- 18/191 In addition, the University Leadership Team (ULT) had discussed the need to review the level at which staffing matters could be addressed and the COO proposed changes to extend delegated authority to dismiss/suspend staff to members of ULT

rather than just the four members of UET. This would enable appeals to be addressed at an appropriate level without recourse to the Board.

18/192 The Board welcomed the proposed revisions and **approved** the revised Scheme of Delegation.

4.3 Business Travel Framework (UB-1819-3-012)

18/193 The FD introduced this paper which sought approval of an extension to the existing contract for Business Travel (Key Travel Ltd) to the end of August pending completion of the ongoing competition for the national framework (the Southern Universities Purchasing Consortium Business Travel Framework Agreement). The estimated cost of the extension was £[redacted] (including VAT) and the subsequent 4-year framework from 1st September onwards was estimated to be £[redacted] (including VAT).

18/194 The Board **approved** the extension of the current Business Travel Contract until 31st August 2019, on the basis of the timeframe to have a new framework in place by the host Purchasing Consortium, the SUPC (Southern Universities Purchasing Consortium), and **delegated authority** to the FD and the Head of Procurement to run a compliant further competition to appoint a new TMC (Travel Management Company) under the new framework during June/July 2019 to commence 1st September 2019, for a 4- year term. The Board also **delegated authority** to the FD and in his absence the COO to sign the contracts and all related documentation to execute the approvals.

4.4 Statement of Primary Responsibilities [UB-1819-3-013]

18/195 The Board **approved** the Statement of Primary Responsibilities without amendment.

4.5 Student Complaints and Appeals Annual Report [UB-1819-3-014]

18/196 The DVC presented a report providing an analysis and overview of student appeals and complaints, both academic and non-academic, between 1 January 2018 and 31 December 2018. He summarised the key data. The ratio of appeals to headcount was approximately 1.5% which was considered very small and the number of cases had reduced slightly compared to the previous report. The number of appeals that were upheld had reduced between years, falling from 26% (73) to 17% (47). Most complaints were resolved at the local stage of the 3-stage internal process, with only a very small number (12) being referred to the Office of the Independent Adjudicator (OIA) none of which had been overturned. A 10 point action plan was set out in the report, including actions to communicate with students to improve understanding of the exceptional circumstances policy and to clarify the guidance on the exceptional circumstances form.

18/197 Members noted the variation in data between Faculties with the Faculty of Media and Communications having a notably higher proportion of cases upheld or partially upheld than any other Faculty. The DVC agreed that all other Faculties had shown a reduction, but noted that this was based on a relatively low number of cases. These had been reviewed and there was no pattern indicative of more systemic issues. A high proportion of the upheld cases related to exceptional circumstances. Members asked what the independent verification was for complaints handling and asked whether Internal Audit had previously reviewed this area. The DVC confirmed that the

OIA data was seen as an independent verification of BU's processes but agreed that he would consider complaints as a future internal audit subject.

18/198 The Board **noted** the report.

5 COMMITTEE REPORTS

5.1 Honorary Awards Committee (including Honorary Award Nominations for 2019) (6 March 2019) [UB-1819-3-015]

18/199 The Minutes were **noted** and a paper was tabled providing further details of the nominees for 2019. The Board **approved** the recommendations for the 2019 Honorary Awards and delegated authority to the VC to allocate the Board's approved nominees to the graduation ceremonies. The Chair reminded all Members that details of awards remained strictly confidential until the awards were publicly announced before the University's graduation ceremonies.

5.2 Remuneration Committee (14 February 2019) [UB-1819-3-016]

18/200 The Minutes were noted.

5.2.1 Revised Operating Framework [UB-1819-3-017]

18/201 The Remuneration Committee's revised Operating Framework was **approved**.

5.3 Nominations Committee (8 February 2018) [UB-1819-3-018]

18/202 The Minutes were **noted**.

5.3.1 Nominations Committee – Terms of Reference [UB-1819-3-019]

18/203 The amended Terms of Reference for the Nominations Committee were **approved**.

5.3.2 Board and Committee Appointments [UB-1819-3-020]

Mr Furniss withdrew from the meeting.

18/204 The Board **approved** the appointment of Mr Furniss to the position of Chair of Finance & Resources Committee for a 12 month period commencing 11th May 2019.

Mr Furniss re-joined the meeting.

Mr Pullen withdrew from the meeting.

18/205 The Board **approved** the appointment of Mr Pullen to the position of Deputy Chair of Finance & Resources Committee for a 12 month period commencing 11th May 2019.

18/206 The Board **approved** the appointment of Mr Pullen as director of BU Innovations Limited for a term to run concurrently with his Board membership.

Mr Pullen re-joined the meeting.

Mr Jones withdrew from the meeting.

18/207 The Board **approved** the appointment of Mr Jones as director of BU Community Business Limited for a term to run concurrently with his Board membership.

Mr Jones re-joined the meeting.

5.3.3 Process for the Appointment of Staff Members of the Board [UB-1819-3-021]

18/208 The Board **approved** the proposed amendment to the *Board, Senate and Committees Policy and Procedures* to facilitate the introduction of a skills-based recruitment process for staff members of the Board, by the Nominations Committee.

5.3.4 Process for the Nomination and Appointment of a Board Chair [UB-1819-3-022]

Prof Conder withdrew from the meeting and Mrs Lang took the Chair for this item.

18/209 The Board **approved** the proposed Chair of the Board nomination and appointment process.

5.4 Audit, Risk & Governance Committee (15 March 2019) [UB-1819-3-023]

18/210 The Minutes were **noted**.

5.4.1 Audit, Risk & Governance Committee – Terms of Reference [UB-1819-3-024]

18/211 The amended Terms of Reference for the Audit, Risk & Governance Committee were **approved**.

5.4.2 Risk Register [UB-1819-3-025]

18/212 The Risk Register was **noted**.

5.5 Finance & Resources Committee (5 April 2019) [UB-1819-3-026]

18/213 The Minutes were **noted**.

5.5.1 Management Accounts [UB-1819-3-027]

18/214 The Management Accounts were **noted**.

5.6 Senate (27 February 2019) [UB-1819-3-028]

18/215 The Minutes were **noted**.

5.6.1 Senate Terms of Reference [UB-1819-3-029]

18/216 The amended Terms of Reference for Senate were **approved**.

6 ANY OTHER BUSINESS [Verbal reports]

18/217 The COO reported on the Council's planned roadworks to improve the flow of traffic on Wallisdown road which would impact on the Wallisdown recreation ground boundaries requiring variation to the existing lease to BU. Variations to leases and/or surrender and re-grant of leases required Board approval which may be necessary before the next Board meeting, in which case a written resolution would be circulated.

18/218 The DVC advised that the Access & Participation Plan would need to be approved and submitted before the next scheduled meeting of the Board in July. Therefore, it would have to be circulated for comment and approval out of committee as in previous years.

18/219 The Chair thanked outgoing Members **Caroline Troy** and **Chris Shaw** for their excellent service to the Board over two terms of office.

7 DATE OF NEXT MEETING

18/220 The next Board Meeting would take place on **Friday, 5th July 2019 at 9.00am** in the Boardroom, Poole House and would be preceded by the Board Dinner on the evening of **Thursday 4th July 2019**. For new Board members, Part 2 of the main induction session would take place before the Board dinner, at 4.30pm on 4th July.

Clerk to the University Board
May 2019

Approved as a true and accurate record:

..... Date:..... July 2019.....
Prof R Conder (Chair)