

Confirmed Minutes

Meeting:	Board of Directors' Meeting
Date:	13 September 2021
Time:	1.00 pm – 3.00 pm
Venue:	Teams Meeting

Name	Designation
Carol Cook - Chair	Non-Executive Director
Trevor Bolton	Non-Executive Director
Johan Forsblad*	Non-Executive Director
Tom Mortimer	Non-Executive Director
Abdul Pisavadi	Non-Executive Director
John Fairhurst	Managing Director and Academic Principal
Shabnam Karim	Finance Director
Leroy Bunbury	Head of Governance and Legal Services, and Company Secretary
Nasser Kazinda	Student President
Georgiana Ursachescu	Student Representative
Charlayne Lewis-Thomas	Staff Representative (Student Wellbeing Advisor)
Joe Stevens	Staff Representative (LLB Course Leader)
Maria Jackson - Secretary	Head of Equality, Diversity and Inclusion

In attendance:

Name	Designation		
Amanda Jeram	Head of Quality and Compliance		
Anna Krajewska	Head of School of Business Director, CETL	and	Accounting
Graeme Slater	Head of Action Planning		

No.	
1.0	Welcome and Apologies
	C Cook welcomed everyone to the meeting, explaining that A Krajewska, A Jeram and G Slater would now be attending Board meetings in order to respond immediately to any questions for additional information that the Board might have.
	It was noted that J Forsblad had sent his apologies.
2.0	Minutes for approval and Action Tracker/Matters Arising:

2.1 Minutes from the previous meeting: 14 July 2021

The minutes of the meeting of 14 July 2021 were **approved** by the Board subject to an amendment to Section 3 to reflect the fact that it was the June 2021 Board meeting and not the July 2021 Board meeting at which the Anti-Slavery and Human Trafficking Statement had been considered.

2.2 Action Tracker and Matters Arising

C Cook reported on the following actions:

- Action 29.01.20 Item 11: As noted at the March 2021 Board meeting, the mapping of our corporate
 and academic governance arrangements against the revised CUC Code of Governance will be
 undertaken when we conduct our internal review of our Corporate and Academic Governance
 Framework, and Articles of Association.
- Action 10.03.21 Item 16.1: A Dec-Ali (Estates and Facilities) has developed the necessary guidance document on responding to a terrorist incident. The document is currently with the Prevent Lead for review and finalisation in advance of AY 2021-22.
- Action 14.07.21 Item 5: Completed. The Head of Quality and Compliance has been asked to submit to the September 2021 meeting of the Academic Committee and the November 2021 meeting of the Board of Directors a report on the use of proctoring software for admission test purposes covering use, experiences, issues etc.
- Action 14/07/21 Item 7: Completed. The Head of Quality and Compliance has been notified of the Board's reporting requirements in relation to both the OfS Compliance Register and the OfS Condition A1 Action Plan.
- Action 14/07/21 Item 9: Completed. The Head of Quality and Compliance has been asked to ensure that the final report on KPIs 8 and 9 includes a reflection on performance and lessons learned as well as details of what actions are being taken to improve performance in 2021-22.

Matters Arising

There were no matters arising.

2.3 Minutes of the joint meeting of the Academic Committee and Board of Directors: 9 June 2021

C Cook explained that the unconfirmed minutes of the June 2021 joint meeting of the Academic Committee and Board of Directors were recommended for approval by the Academic Committee at its 27 July 2021 meeting, and that the sections covering joint matters were now being submitted to the Board for approval.

The Board **approved** the sections of the minutes covering joint matters.

3.0 Chair's Actions

C Cook reported that there had been no matters requiring Chair's Action since the last meeting.

Meeting with Shola Fiberesima (Guild Manager)

- 4.0 S Fiberesima gave a presentation on the Student Guild in terms of its journey and the impact (both direct and indirect) that it has had. The key points from the presentation were as follows:
 - The Student Guild was launched in February 2017 and it has focused on particular themes during this period, namely identity and strategy (2017-19), engagement (2019-21), and visibility and community building (2021-22). For 2022-25 the focus will be on growth in terms of space, visibility and employability.
 - Although the Guild is independent of Bloomsbury Institute, its mission of extending the student experience beyond the classroom aligns with the Institute's mission, and so they seek to work in partnership wherever possible.
 - The Guild's values are "Student Led, Adventurous, Hospitable".
 - The Guild has ensured high levels of representation at all levels of Bloomsbury Institute's deliberative structure; enabled students to develop existing skills and learn new ones; instigated

change (e.g. the new student representative election process); supported Bloomsbury Institute activities (e.g. promoted the NSS and Graduate Outcomes, contributed to the Annual Teaching and Learning Conference); collaborated on a number of Bloomsbury Institute "projects" (e.g. TDAP discussions, the NSS Working Group, Bloomsbury Institute Radio (the Guild has a regular slot), and the Bloomsbury Law Clinic Working Group).

 A number of Bloomsbury Institute students have taken up full-time employment positions at Bloomsbury Institute upon graduation.

C Cook thanked S Fiberesima for her presentation, noting the impressive and impactful nature of her achievements as Guild Manager. The Board echoed these comments.

Part 1: Operational Reporting

5.0 Corporate Report (for information)

C Cook noted that the next Corporate Report would be due for consideration in November 2021.

6.0 Covid-19

J Fairhurst reported that we are working on the basis of face-to-face delivery for September 2021, but that we have contingency plans in place for a number of scenarios including one where some students may be required to self-isolate and engage virtually.

7.0 Appraisals (for approval)

- 7.1 Executive Directors' Appraisal Scheme 2021
- 7.2 Non-Executive Directors' and Company Secretary Appraisal Scheme 2021
- 7.3 Appraisal Schedule 2021

L Bunbury presented the two appraisal documents for approval explaining that he would be undertaking a more substantial review of them for use in 2022. He also reported that he would be agreeing the schedule of who would be appraising who outside of the meeting.

The Board **approved** the Executive Directors' Appraisal Scheme 2021 and the Non-Executive Directors' and Company Secretary Appraisal Scheme 2021. The Board also noted that both T Bolton and A Pisavadi would be excluded from this round of appraisals given that they were only appointed as Non-Executive Directors with effect from 1 July 2021.

8.0 Board of Directors' Induction, Training and Development Plan (for approval)

L Bunbury presented the Board of Directors' Induction, Training and Development Plan, explaining that it has been informed by the external review of our academic and corporate governance, and applies not only to the Directors, but to the staff and student representatives as well. Student representatives are covered in section 4.1.3 and staff representatives in section 4.4.1 of the Plan. L Bunbury added that the aim is to provide training and development opportunities throughout the period in which the Directors or staff and student representatives are in post. J Stevens asked whether the training would be compulsory, and L Bunbury confirmed that it would.

L Bunbury proposed the following:

- A review be undertaken of the Board's effectiveness every three years possibly by an external reviewer.
- The Chair of the Board be appraised under a 360° appraisal scheme.

C Cook asked whether L Bunbury would be providing the criteria upon which an assessment of the Board's effectiveness would be made. L Bunbury explained that if we were to commission the review by an external, the external reviewer would probably set their own criteria in accordance with the framework that we would supply. J Fairhurst recommended that if the review of the Board's effectiveness is to be undertaken every 3 years, that it be included within the remit of those tasked with the external review of our corporate and academic governance arrangements. The Board agreed on this point, noting that the next review would be due in 3 years' time. L Bunbury said he would provide the Board with details of potential reviewers for their consideration nearer the time of the next review.

C Cook reported that she has previously attended a couple of Advance HE governance training events and had found them to be extremely interesting. She said that having attended one of the events, she realised just how unique Bloomsbury Institute's Board is – a point that the external reviewers had also made.

C Cook mentioned that she had recently tried to register for an Advance HE event, but the booking system would not recognise her email address. J Fairhurst reported that the Non-Executive Directors would be issued with Bloomsbury Institute email addresses shortly and so future bookings would not be an issue. However, in the meantime, he asked the Non-Executive Directors to forward any booking requests to M Jackson for her to process on their behalf.

L Bunbury reported that he would amend the Plan to reflect the above discussion and submit to the Board for approval in November 2021.

Actions:

• L Bunbury to amend the Plan in line with the above discussions, and submit to the Board for approval in November 2021.

Part 2: Financial

9.0 Financial Reports (for consideration)

- 9.1 Re-forecast 2020-21
- 9.2 Re-forecast 2020-21 Commentary

S Karim presented the above reports, highlighting the following:

- Revenue figures are better than previously forecast (£5.4m cf. £5.2m) with a net overall forecasted profit of £151k.
- Cost of Sales includes our OfS registration fee and Chartered Management Institute 5-year contract cost.
- Following effectively two years of not recruiting, we have had to invest heavily in advertising in order to get our name known in the market.
- Student Expenses includes the administrative cost of managing the Covid Support Fund.

A Pisavadi asked whether any furlough income had been included within the accounts. S Karim reported that it has been included within Other Income and relates to 4 members of staff.

C Cook flagged the reduction in depreciation costs and asked whether this was due to us giving up our former premises at Gower Street and Dilke House. S Karim confirmed that this was the case.

Part 3: Office for Students

10.0 10.1 Of S Condition A1 Action Plan – September 2021 Update Report

M Jackson presented the OfS Condition A1 Action Plan explaining that the report had been discussed at the September SMLT and that there had been two particular actions where she had requested

clarification/updates from the relevant Action Leads. Although she had received this information earlier in the day, she apologised for not having had the chance to review and share the information with the Board, and offered to do so after the meeting. However, J Fairhurst explained that the purpose of the Action Plan and the OfS Compliance Register was to focus on compliance with what we have committed to do rather than on the individual actions set out to deliver on those commitment. Consequently, going forward these reports would report on the risk of us not meeting our commitments rather than on us not completing the underlying actions behind those commitments especially given that in some cases we might identify issues around relevance or effectiveness of some of the actions.

J Fairhurst added that G Slater (Head of Action Planning) is currently looking at software options to facilitate action planning and tracking. G Slater asked whether the Board would want to see the documents under consideration in full or simply summary reports as this might impact on the software he decides to recommend. C Cook said that she was not averse to a more agile approach to reporting provided that when considering risks and making decisions about them, our reference points are all the same. However, she suggested that this might be a matter for the Audit Committee to advise upon. T Mortimer said that the Audit Committee and Board needed oversight so as to be able to assure themselves that Bloomsbury Institute are delivering on what they have committed to deliver upon. C Cook added that the work L Bunbury and G Slater are undertaking on risk (covered in Agenda Item 23 below) might inform decisions on reporting requirements. In the meantime, it was agreed that the Board would receive (a) overview reports which would highlight areas where there is a risk that we might not deliver upon our commitments/obligations, and (b) a link to the relevant Action Plan/Register. The overview reports would be the ones submitted to the SMLT as A Jeram and M Jackson could provide a verbal report on any subsequent updates within the Board meeting.

10.2 OfS Compliance Register – September 2021 Update Report

A Jeram reported that she had no concerns regarding any areas within the OfS Compliance Register. T Mortimer thanked A Jeram for a very helpful report.

10.3 Compliance Report on OfS Specific Ongoing Conditions of Registration

A Jeram presented the Compliance Report on OfS Specific Ongoing Conditions of Registration.

Focusing on Ongoing Condition B3B, A Jeram explained that although we had been required to implement and deliver on a range of student continuation commitments during 2020-21 with an absolute deadline of 31 August 2021, we have not been asked to report back on these to the OfS. However, A Jeram said that we would be updating the information we published on our website on these commitments.

A Jeram reported that the only deadline we have not met is in relation to delivery of our EAP module. However, this is not a matter for concern as the module has been developed and is ready for delivery, it is simply that the delivery date will be later in Semester 1 than originally stated. A Jeram added that we would be monitoring the update and effectiveness of the course.

Part 4: Risk Monitoring

11.0 Corporate Risk Register (recommended by the SMLT for approval)

- 11.1 Corporate Risk Register September 2021 Commentary
- 11.2 Corporate Risk Register September 2021 with track changes
- 11.3 Corporate Risk Register September 2021 without track changes

L Bunbury presented the Corporate Risk Register for September 2021 and the accompanying commentary, noting that the SMLT had flagged the need for some updates to the entries within the Actions Taken/To Be Taken column. T Mortimer reported on how helpful the Audit Committee had found the commentary to be in terms of the explanation provided for any amendments being recommended.

T Bolton reported that he had found the Corporate Risk Register to be unnecessarily lengthy and questioned whether we needed to include some of the risks in the Register. By way of example, he cited Risks 38 and 39 which were both relatively remote given their long-term nature. He said he would favour a shorter more focused Corporate Risk Register.

L Bunbury welcomed T Bolton's comments and explained that these were issues that he would be addressing through the Risk Management Review he will be undertaking with G Slater. See Agenda Item 23 below.

G Slater explained that the risk rating in relation to Risk 2 (failure to respond effectively to an emergent change or crisis (e.g. COVID-19)) has been downgraded on the back of the success of our response to Covid-19.

The Board approved the Corporate Risk Register September 2021.

12.0 Key Performance Indicators 2020-21 (for information)

12.1 August 2021 Update

J Fairhurst presented the August 2021 Update Report highlighting the following updates:

- KPI 2 (staff turnover): the turnover figure is slightly higher than the threshold set, but this reflects a
 natural reduction in the requirement of sessional staff for some modules following the appointment
 of more full-time staff.
- KPI 5 (compliance with UKVI regulations, policies and procedures): no issues.
- KPI 6 (number of student complaints upheld by the OIA): none.
- KPI 7 (overall NSS satisfaction rating of more than 90%): at 88.57%, we were below the threshold. However, this compares very favourably to the overall satisfaction rate of 75.41% at a sector level.
- KPIs 8 and 9 (pass rates at Level 5 and Level 6): final results have now been provided.
- KPI 10 (more than 50% of graduates in professional employment (SOC1-3) or postgraduate study): for 2018-19 that figure stood at 43% but it is not known what the sector baseline is for this and so we cannot assess our performance fully.

With regard to KPIs 8 and 9, J Fairhurst reported that when the Academic Committee had discussed these at its July 2021 meeting, it should have recommended (rather than agreed) that the Audit Committee and Board be provided with draft Annual Monitoring and Evaluation Reports for each course rather than a final report on these two particular KPIs. In the circumstances, a final report on KPIs 8 and 9 will be produced as originally requested. J Fairhurst added that the report would also provide commentary on planned revisions to our Law and Business Management degrees (designed to make them more vocational/practice-focused) for delivery in 2022-23.

13.0 Prevent Risk Assessment (recommended by the SMLT for approval)

13.1 Prevent Risk Assessment September 2021 with track changes

13.2 Prevent Risk Assessment September 2021 without track changes

M Jackson presented the Prevent Risk Assessment September 2021 highlighting the following key points:

- A number of amendments have been made to take account of the closure of Student Central, staff
 changes (impacting on the allocation of actions to Action Leads) and the acquisition of our new
 sites.
- No changes to risk ratings have been recommended. The Prevent Lead had given consideration to amending the risk ratings in relation to reputation and brand given that we are now working with a small number of student recruitment agents. However, given the actions taken to mitigate risk in this area in terms of enhanced due diligence procedures and ongoing monitoring, the Prevent Lead recommended not increasing the risk ratings to the SMLT. The SMLT agreed on this point.

The Board approved the Prevent Risk Assessment September 2021.

Part 5: Annual Planning Cycle

14.0 C Cook noted that there were no items for consideration.

Part 6: Corporate and academic governance

15.0 For information

15.1 External Review of our Corporate and Academic Governance Arrangements

J Fairhurst reported that L Bunbury is leading on this in terms of using the external review findings and recommendations to inform our own internal review of our Articles of Association and Corporate and Academic Governance Framework.

Part 7: Student Voice

16.0 Joint Report from the Guild Manager and Student President

C Cook noted that the Joint Report had been discussed at the June 2021 Board meeting and was not due again for submission until November 2021, but invited N Kazinda to provide any subsequent updates that he might have. N Kazinda said he had no additional updates to provide.

Part 8: TDAP

17.0 Update

J Fairhurst reported that following the meeting of the ACDAP on 9 September 2021, a final decision has not yet been made.

We are currently going through due diligence procedures with one university to replace our partnership with the University of Northampton.

Part 9: Equality, Diversity and Inclusion

18.0 For information

18.1 EDI Update Report: September 2021

M Jackson presented the September 2021 EDI Update Report highlighting the fact that at its September 2021 meeting, the SMLT recommended approval (to the Board) of the Harassment and Sexual Misconduct Policy subject to some textual amendments. The document will be submitted to the Board for consideration at its November 2021 meeting. The SMLT also considered another new policy document that has been developed by our HR Consultant – one covering staff student relationships. The intention is for this particular policy to be submitted for consideration at the November 2021 Board meeting.

In the interests of avoiding a proliferation of policies, C Cook asked whether our approach/response to harassment and sexual misconduct could not be captured within an existing policy document. M Jackson explained that her preference would be to do just that and capture it within our Dignity and Respect Policy. However, because of time constraints M Jackson said she decided to develop a stand-alone document and then review the possible merging of some policies in 2021-22.

Part 10: Prevent duty

19.0 For information

19.1 Prevent Update Report: September 2021

M Jackson presented the September 2021 Prevent Update Report and reported also on the fact that the OfS have just published their Summary of Annual Accountability and Data Returns: 2017-18, 2018-19, 2019-20. She said that unlike reports from previous years, this year's report did not share best practice from across the sector. She added that she would be reporting on the summary report for the October 2021 SMLT and that the Board would receive this at its November 2021 meeting.

Part 11: For Approval

20.0 Equality, Diversity and Inclusion Policy

[Following recommended approval from the EDIC]

20.1 Summary of Changes document

20.2 Equality, Diversity and Inclusion Policy

M Jackson presented the Equality, Diversity and Inclusion Policy explaining that the amendments made were either textual or minor (not for discussion). However, she did flag the addition of examples of hate crime or harassment that included antisemitism and an accompany statement about our adoption of the IHRA Working Definition of Antisemitism.

The Board **approved** the Equality, Diversity and Inclusion Policy.

21.0 Data Protection Policy

[Following recommended approval from the SMLT]

21.1 Data Protection Policy

It was noted that the SMLT had recommended approval of the Data Protection Policy at its meeting on 8 September 2021 subject to some textual amendments.

Whilst recognising that the Student Guild is independent of Bloomsbury Institute, C Cook asked whether the latter had any obligations to the Guild or oversight responsibilities in relation to data protection. J Fairhurst explained that Bloomsbury Institute had no such obligations or responsibilities. These would lie with the Guild's Board of Trustees.

C Cook also commented on the importance of academics giving full consideration to the comments they make on scripts as students might subsequently submit a subject access request and be given sight of the scripts. C Lewis-Thomas said that this was an area that she had covered within the admissions training she ran recently for colleagues, and added that T Christian (our Compliance Manager) is currently putting together a guidance document which highlights a number of data protection issues.

The Board **approved** the Data Protection Policy subject to the textual amendments recommended at the meeting of the SMLT on 8 September 2021.

22.0 Confidentiality Policy

[Following recommended approval from the SMLT]

22.1 Confidentiality Policy

It was noted that the SMLT had recommended approval of the Confidentiality Policy at its meeting on 8 September 2021 subject to some textual amendments.

The Board **approved** the Confidentiality Policy subject to the textual amendments recommended by the SMLT.

23.0 Risk Management Review Proposal

L Bunbury presented the Proposal document that he and G Slater (Head of Action Planning) had developed on Risk Management, explaining that the purpose of the review is to:

- ensure that all staff throughout the institution understand risk.
- ensure that we have an effective risk management process articulated within a Risk Management Manual.
- have the Board agree upon a risk appetite framework within which the Institute is able to operate. This framework would identify areas where there is scope for engaging in activities that might incur risk, and areas where risk would have to be avoided in all cases.

L Bunbury reported that:

- membership of the Risk Proposal Working Group has now been expanded to include S Karim in her role as Finance Director.
- We have tended to conflate a number of risks within our Corporate Risk Register and these need to be unpacked.
- We have also tended to automatically flag as a high risk any activity involving the OfS whereas the OfS takes a risk-based approach to regulation and would not automatically apply penalties or restrictions without first consulting with a provider and putting in place a number of measures if there was a risk of the provider breaching any of the specific/and or ongoing conditions of registration. In any case, we have sufficient mitigating measures in place to avoid any risk of us incurring serious immediate penalties for breach of the specific and/or ongoing conditions of registration.

The Board welcomed the following:

- plans to produce categories, or a "taxonomy of risk", to document the different risk categories relevant to Bloomsbury Institute (e.g. operational risks; reputational risks; property risks etc.)
- the focus being given to risk appetite. T Mortimer commented that the experiences of the last two years have probably engendered a heightened sensitivity/aversion to risk within the Board and Bloomsbury Institute, but that it is now appropriate for us to take a more realistic view of risk.

C Cook commented on the fact that we have never compromised on quality and standards. She also made the following recommendations:

- we capture within the risk review resilience levels so as to be able to identify how far we might be
 able to stretch without impacting on our operational effectiveness.
- we review any new risk management approach after a 3-4 year period as we might find ourselves and the sector in a different place in due course.

J Stevens stressed the importance of the review of our risk management process as Board members might change in the interim and the risk appetite of new members might be very different from that of their predecessors.

The Board approved the Risk Management Proposal subject to the recommendations made by C Cook.

Part 12: For Discussion

24.0 Confirmed minutes from other forums or committees

24.1 <u>Health and Safety Committee: 8 April 2021</u> Actions referred to BoD (if applicable): None

The above minutes were received and their contents noted.

25.0 Actions referred from other forums/committees where the minutes are unconfirmed/not yet available

25.1 SMLT: 8 September 2021

Actions referred to BoD (if applicable): None

25.2 <u>Academic Committee: 28 July 2021</u> Actions referred to BoD (if applicable): None

25.3 <u>Health and Safety Committee: 28 July 2021</u> Actions referred to BoD (if applicable): None

It was noted that no actions had been referred to the Board of Directors from the above meetings.

Part 13: For Information

26.0 Student Recruitment and Admissions 2021-22

J Fairhurst reported on the social media and other activities that had been undertaken.

27.0 Overview Annual Course Evaluation Report 2020-21

A Krajewska presented the Overview Annual Course Evaluation Report 2020-21 which had previously been submitted to the Academic Committee in July 2021 for information.

She invited any comments or questions from the Board.

The Board had no comments to make or questions to raise.

28.0 Internal Audit – Appointment of Smith & Williamson

T Mortimer confirmed that the Audit Committee has now signed off on the appointment of Smith & Williamson as our external Internal Auditors, as well as a programme of work for the next 4-year period. C Cook thanked the Audit Committee for all their work in this area and asked that the decision to appoint Smith & Williamson be included in the Board's Decisions Log. M Jackson reported that it was already there in the Reserved Items Decisions Log, but it was agreed that it should also feature in the Decisions Log for the Open Meeting.

Actions:

M Jackson to add the appointment of Smith & Williamson to the Board's Decisions Log.

Part 14: Any Other Business

29.0

C Cook noted that a date had been included in the Key Activities and Events schedule for graduation and asked whether the intention was to have an online graduation ceremony or a face-to-face one. J Fairhurst said that the intention was to have a face-to-face ceremony in Westminster Hall.

Part 15: Date/Time of Next Meeting

30.0 Date, Time and Venue of Next Meeting:

Monday 22 November 2021. Times to be confirmed as this will be preceded by a joint meeting with the Academic Committee.