

## Confirmed Minutes

<b>Meeting:</b>	<b>Board of Directors' Meeting</b>
<b>Date:</b>	<b>25 November 2020</b>
<b>Time:</b>	<b>3.30 pm – 5.00 pm</b>
<b>Venue:</b>	<b>Teams Meeting</b>

Name	Designation
Carol Cook - <b>Chair</b>	Non-Executive Director
Johan Forsblad	Non-Executive Director
Noor Jhaveri	Non-Executive Director
Tom Mortimer	Non-Executive Director
John Fairhurst	Managing Director and Academic Principal
Shabnam Karim	Finance Director
Nasser Kazinda	Student President
Rajan Sandhu	Former Student President
Georgiana Ursachescu	Student Representative
Charlayne Lewis-Thomas	Staff Representative (Student Wellbeing Advisor)
Joe Stevens	Staff Representative (LLB Course Leader)
Maria Jackson - <b>Secretary</b>	Head of Equality, Diversity and Inclusion, and Company Secretary

In attendance	
Keith Bartlett	External Reviewer

No.	
<b>1.0</b>	<b>Welcome and Apologies</b>
	<p>Apologies were received from Nasser Kazinda.</p> <p>C Cook welcomed both Georgiana Ursachescu (student representative) and Charlayne Lewis-Thomas (staff representative) to their first meeting of the Board of Directors.</p> <p>It was noted that R Sandhu was attending the meeting in a continuity capacity and that going forward student representation would be provided by N Kazinda and G Ursachescu only.</p>
<b>2.0</b>	<b>Minutes for approval and Action Tracker/Matters Arising:</b>
	<p>2.1 <u>Minutes from the previous meeting: 23 September 2020</u></p> <p>The minutes of the meeting of 23 September 2020 were approved by the Board subject to the following amendments:</p>

	<ul style="list-style-type: none"> <li>Page 3, final paragraph of Section 5: the date of the Graduation Ceremony to be amended to read 27 November 2020 rather than 29 November 2020.</li> <li>Page 8, first sentence of Section 17: insert “time” after “for some...”</li> </ul> <p><u>2.2 Action Tracker and Matters Arising</u> The following points were noted:</p> <ul style="list-style-type: none"> <li><b>Action 29.01.20 Item 1:</b> it was noted that the mapping of our corporate and academic governance arrangements against the revised CUC Code of Governance will now be considered in 2021 when we undertake our next internal review of our Corporate and Academic Governance Framework and Articles of Association.</li> <li><b>Action 23.09.20 Item 6:</b> Completed. All appraisal meetings have now taken place bar one and that has been scheduled for 27 November 2020.</li> <li><b>Action 23.09.20 Item 7:</b> Completed.</li> <li><b>Action 23.09.20 Item 9:</b> Completed.</li> <li><b>Action 23.09.20 Item 10:</b> Completed.</li> <li><b>Action 23.09.20 Item 18:</b> S Karim reported that the CEO at the OfS has advised that in considering whether to make partial tuition fee refunds, it would expect HEIs to consider the circumstances for each student rather than adopt a blanket “no refunds” policy. To date, we have received no requests for a refund.</li> <li><b>Action 23.09.20 Item 20:</b> R Sandhu reported in the meeting that the Guild uses Facebook, Instagram and WhatsApp.</li> <li><b>Action 23.09.20 Item 26:</b> Completed.</li> </ul> <p>There were no matters arising.</p>
3.0	<p><b>Chair’s Actions</b></p> <p>None.</p>
<p><b>Part 1: Operational Reporting</b></p>	
4.0	<p><b>Corporate Report (for information)</b></p> <p>J Fairhurst presented the November 2020 Corporate Report within the meeting of the Academic Committee (attended by all members of the Board of Directors) and this presentation is therefore captured within the minutes of the Academic Committee meeting which will be shared with members of the Board of Directors in due course.</p>
5.0	<p><b>Covid-19</b></p> <p>This particular agenda item was covered within the meeting of the Academic Committee (attended by all members of the Board of Directors) and is therefore captured within the minutes of the Academic Committee meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>Part 2: Financial</b></p>	
6.0	<p><b>Financial Reports (for consideration)</b></p> <p>7.1 <u>Re-forecast 2020-21</u> 7.2 <u>Re-forecast 2020-21 Commentary</u></p> <p>S Karim presented the above reports, highlighting the following key points:</p> <ul style="list-style-type: none"> <li>Both current and previous reforecast figures are now included in response to the request made by J Forsblad at the September 2020 Board meeting.</li> </ul>

- The number of enrolled students exceeded earlier forecasts resulting in an increase in turnover from £4.3k to £4.8k.
- Birkbeck room hire costs are much lower than previously forecast as a result of our move to online delivery for both Semester 1 and Semester 2. However, our franchise cost has increased now that costs are based on student numbers (as reported in our Week 6 submission to UoN).
- The higher than forecast membership costs reflect payment of our OfS registration fee and our QAA TDAP charge.
- In terms of overheads, Non-academic Personnel Costs have been increased to reflect planned new staff appointments.
- Lower depreciation costs are being forecast as a result of the disposal of furniture and equipment related to the surrender of the lease on our former Gower Street site.

S Karim also reported on the following:

- As a result of changes to SLC funding rules affecting migrant worker students, Finance have written to all relevant students with guidance and a short questionnaire to help them assess their ongoing eligibility for SLC funding. Information has also been posted on our website. The questionnaire was completed by 130 students and feedback sought from students has been extremely positive in terms of how helpful the guidance and questionnaire have been.
- As a fee cap provider, we will be entitled to recurrent grant funding from the OfS. We will be notified of the size of the grant in February 2021. We will be entitled to two grants, one for extra costs associated with teaching in Central London, and the second related to widening participation.

J Stevens asked whether providers would be free to decide how to use the OfS grant funds. S Karim explained that the funding would be provided subject to certain Terms and Conditions to ensure that the money is spent on teaching and learning activities.

Given current uncertainty over the size of our funding grant, J Forsblad asked how prudent our forecast figures currently are. S Karim explained that they have been based on data that is to be reported within our December 2020 HESES return and so she was confident that the forecast was realistic. J Fairhurst supported this statement, adding that we have taken a very prudent approach by excluding from our reforecast figures the widening participation grant for which we are eligible.

J Forsblad asked about the impact on our finances of students repeating for a third time without the benefit of what was previously termed a “gift” year. S Karim reported that there had been only 10 students in this category and that Finance had contacted them to agree Tuition Payment Plans for the additional year. Plans have been approved for all 10 students.

### Part 3: Office for Students

#### 7.0 OfS Proposal for the Assessment of Condition B3

The following papers were presented within the Joint Meeting with the Academic Committee for information and so reporting on them is captured within the minutes for the Joint Meeting.

- 7.1 [Office for Students Specific Conditions](#)
- 7.2 [Access and Participation Plan 2020-21 to 2024-25](#)
- 7.3 [OfS Condition A1 Action Plan Draft Template](#)

See Part 11 for approval of the following papers which were presented within the Joint Meeting with the Academic Committee.

- 7.4 [Targets for OfS Specific Condition B3A](#)
- 7.5 [OfS Compliance Register](#)

### Part 4: Risk Monitoring

8.0	<p><b>Corporate Risk Register – November 2020 (recommended by the SMLT for approval)</b></p> <p>J Fairhurst presented the Corporate Risk Register for November 2020 (as recommended for approval by the SMLT at its 18 November 2020 meeting), explaining that he had brought forward the review of the Register to November given that the SMLT will not be meeting in December. J Fairhurst also explained that a number of risks had been reviewed as they had included statements along the lines of “...if we are registered by the OfS”.</p> <p><u>Risk 3: Failure to comply with OfS specific conditions, and ongoing conditions of registration</u></p> <p>T Mortimer reported on discussions had within the Audit Committee on whether the likelihood score of 2 (generating an overall risk rating of 8) was high enough particularly given that failure to comply with OfS conditions was likely to result in a reputational risk and an overall risk rating of 12 has been assigned to reputational risk. T Mortimer added that the Audit Committee was not recommending the score be raised, it was simply wishing to know the rationale for the rating. J Fairhurst explained that this particular risk had been discussed at some length within the SMLT and reminded Board members of the definitions of “likelihood” - 2 represents a “remote” risk and 3 a “possible” risk. Given the fact that we have in place an OfS Compliance Register which will be monitored by our Head of Quality and Compliance, J Fairhurst said that the likelihood of the risk materialising was remote. The Board agreed.</p> <p>J Fairhurst then raised the following risks which had been reviewed: 4, 5, 6, 8, 9, 10, 11, 15, 16, 17, 24, 25, 26, 27, 28, 30, and 38. The Board had no comments to make in relation to the amendments made here.</p> <p><b>The Board approved the Corporate Risk Register.</b></p>
9.0	<p><b>Key Performance Indicators 2020-21 (for information)</b></p> <p>J Fairhurst presented the KPIs 2020-21 November update, highlighting the fact that all the necessary updates had been provided and that the updates all indicated low levels of risk.</p>
10.0	<p><b>Prevent Risk Assessment</b></p> <p>M Jackson reported that the Prevent Risk Assessment would be completed for the normal December 2020 reporting period for recommended approval by the SMLT on 6 January 2021 for submission to the Board of Directors on 13 January 2021.</p>
<p><b>Part 5: Annual Planning Cycle</b></p>	
11.0	<p><b>Strategic Framework 2019-22</b></p> <p>11.1 <u>Strategic Framework 2019-20 Actions Final Update Report</u></p> <p>This particular agenda item was covered within the meeting of the Academic Committee (attended by all members of the Board of Directors) and is therefore captured within the minutes of the Academic Committee meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>Part 6: Corporate and academic governance</b></p>	
12.0	<p><b>External Corporate and Academic Governance Framework</b></p> <p>This particular agenda item was covered within the meeting of the Academic Committee (attended by all members of the Board of Directors) and is therefore captured within the minutes of the Academic Committee meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>Part 7: Student Voice</b></p>	

13.0	<p><b>Joint Report from the Guild Manager and Student President</b></p> <p>G Ursachescu presented the Joint Report from the Guild Manager and Student President, highlighting the following key points:</p> <ul style="list-style-type: none"> <li>• Nasser Kazinda was elected as Student President in October 2020. The results for Student President and the other elected posts were announced by John Fairhurst and Cal Courtney on Bloomsbury Radio. Information on appointees can found in Appendix 1 of the report.</li> <li>• The challenges presented by Covid-19 have encouraged the Student Guild to be creative and do more to help and support the student body. For example, the Film Society is replacing its monthly cinema trips with online Netflix parties.</li> <li>• 14 new Peer Advisors have been appointed and trained by the Director of the Centre for Student Engagement, Wellbeing and Success. The training also included a session delivered by Emmanuel Cornu and Aneta Dec-Ali on use of the Virtual Reception so that the Peer Advisors can continue to provide a support service to students through the Virtual Reception.</li> <li>• The Guild continues to generate income for Project Paraguay from the sale of photographs from the Gala Night.</li> <li>• Georgiana Ursachescu (the Equality Society Leader) and Veronica Wilson are serving as members of the Equality, Diversity and Inclusion Committee. In addition, as members of the Equality Society, they have recently been organising an Equality debate.</li> <li>• Tatiana Neves and Georgiana Ursachescu have been busy posting on the Guild's social media sites to maintain a sense of community and encourage student engagement.</li> <li>• The Guild have been investing in Guild and Society branded merchandise as well as a special T-Shirt and mouse pad as part of the ongoing Black Lives Matter project.</li> <li>• There will be a meeting of the Student Council on 26 November, the Board of Trustees on 4 December and the Guild will be holding its AGM on 11 December 2020.</li> </ul> <p>C Cook commended the Guild for the range of its initiatives and activities, praising in particular the Netflix parties.</p> <p>J Forsblad thanked G Ursachescu for an extremely informative and positive report. He also noted the appointment of a third member of staff to the Board of Trustees and questioned whether with only 5 students on the Board of Trustees, the students had a strong enough voice. S Karim explained that the Guild's Constitution allows for a minimum of 2 staff members and that Lydia Hesketh's appointment was primarily in an advisory capacity given her website and communications skills. However, in terms of voting power, students continue to exercise a majority.</p> <p>Whilst noting that the Guild is an independent body, J Forsblad also questioned the number of Law students on the Guild's Board of Trustees, namely 4 out of 5 and the fact that the number of students on the LLB is relatively small. J Forsblad wondered therefore whether consideration should be given in future to diversifying student representation on the Board of Trustees. G Ursachescu agreed to share J Forsblad's comments with the Guild Manager and report back. In the meantime, J Stevens made the point that it is often Law students that are attracted to such roles. J Stevens also asked whether there would be any scope for having an External Trustee on the Board of Trustees. G Ursachescu agreed to share this question with the Guild Manager as well.</p> <p>J Forsblad asked whether, given the later than normal student elections (as a result of Covid-19), N Kazinda would be serving as Student President beyond the current academic year. G Ursachescu confirmed that this was a matter being considered by the Board of Trustees.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>G Ursachescu to share with the Guild Manager questions raised regarding membership of the Board of Trustees with a view to reporting back at the next Board meeting.</b></li> </ul>
<b>Part 8: TDAP</b>	
14.0	<b>TDAP Action Plan</b>

	<p>This particular agenda item was covered within the meeting of the Academic Committee (attended by all members of the Board of Directors) and is therefore captured within the minutes of the Academic Committee meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>Part 9: Equality, Diversity and Inclusion</b></p>	
<p><b>15.0</b></p>	<p>15.1 <u>Equality, Diversity and Inclusion Annual Report 2019-20</u></p> <p>15.2 <u>Equality, Diversity and Inclusion Update Reports for October and November 2020</u></p> <p>The above reports were presented in the Joint Meeting of the Academic Committee and Board of Directors, and discussion on them is therefore captured within the minutes of the Joint Meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>Part 10: Prevent duty</b></p>	
<p><b>16.0</b></p>	<p><b>For information</b></p> <p>16.1 <u>Prevent Update Report: October 2020</u></p> <p>M Jackson highlighted Section 3 from the report on the OfS guidance on risk assessment in the context of working and studying remotely, and the reflections she had included in terms of whether we need to make any amendments to our practices as a result. Conversations with the Head of IT and the Director of Student Engagement, Wellbeing and Success had helped to inform these reflections. The potential for an increase in the risk of radicalisation as a result of increased “screen time” was a subject C Cook had raised at the September 2020 Board meeting at which M Jackson had explained that she had just addressed this in the Prevent Update she had submitted to the October SMLT – an update that would be submitted to the Board for consideration at its November meeting. M Jackson added that there was no immediate need for action, but that she would be considering this issue formally when reviewing the Prevent Risk Register in December 2020.</p> <p>16.2 <u>Prevent Update Report: November 2020</u></p> <p>There was nothing to report outside of what had been included within the November 2020 Update Report.</p>
<p><b>Part 11: For Approval</b></p>	
<p><b>17.0</b></p>	<p><b>Targets for OfS Specific Condition B3A</b></p> <p>The Targets for OfS Specific Condition B3A were discussed within the Joint Meeting of the Academic Committee and Board of Directors and based on the discussion had, the Board of Directors approved the Targets within that meeting. This is captured within the minutes of the Joint Meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>18.0</b></p>	<p><b>OfS Compliance Register</b></p> <p>The OfS Compliance Register was discussed within the Joint Meeting of the Academic Committee and Board of Directors and based on the discussion had, the Board of Directors approved the Register within that meeting. This is captured within the minutes of the Joint Meeting which will be shared with members of the Board of Directors in due course.</p>
<p><b>19.0</b></p>	<p><b>Student Recruitment</b></p> <p>J Fairhurst reported that following registration with the OfS, the intention had been to recruit for January 2021 and that through talks with student recruitment agents, N Jhaveri and R Mounsif had established that there would be a strong market for a January intake. However, in the light of Covid-19 and the impact that this is having on the experience of Freshers across the HE sector, J Fairhurst invited the Board to consider whether January 2021 was an appropriate time to resume recruitment. He said that his recommendation would be to look to recruit for September 2021 based on the following factors:</p>

	<ul style="list-style-type: none"> <li>Without the benefit of face-to-face digital literacy classes at the start of their academic year, new students might find online learning particularly challenging. [Our current students had the benefit of experience of online classes before we moved all class delivery online in Semester 2 of 2019-20.]</li> <li>Without the benefit of face-to-face opportunities to make friends and socialise, new students will not have the opportunity to enjoy the full student experience.</li> <li>Whilst we are still forecasting a deficit for 2020-21, it is smaller than forecast and so we could accommodate a delay to our recruitment plans.</li> </ul> <p>The Board was unanimous in approving the recommendation for a September 2021 start with C Cook commenting on the fact that all the negative feedback in the press has been in relation to Freshers and the experience they are having in their first year.</p>
--	---

**Part 12: For Discussion**

<b>20.0</b>	<p><b>Confirmed minutes from other forums or committees</b></p> <p>20.1 <u>SMLT: 10 September 2020</u> Actions referred to BoD (if applicable): None</p> <p>20.2 <u>SMLT: 21 October 2020</u> Actions referred to BoD (if applicable): None</p> <p>20.3 <u>Academic Committee: 10 June 2020</u> Actions referred to BoD (if applicable): None</p> <p>20.4 <u>Equality, Diversity and Inclusion Committee: 7 May 2020</u> Actions referred to BoD (if applicable): None.</p> <p>20.5 <u>Health and Safety Committee: 25 August 2020</u> Actions referred to BoD (if applicable): None</p> <p>J Forsblad raised issues around attendance monitoring (particularly from a UKVI perspective in respect of our international students) based on reports within the minutes from the SMLT and asked for an update. J Fairhurst explained that the issue relates to the inability to export data from Microsoft Teams into TDS. The implications of this are that (a) students are not able to check their attendance record and (b) we rely on data in TDS to contribute to our predictive data analytics. J Fairhurst added that the exporting of data from Teams is an issue which all providers using Teams are having. Teams had originally said the issue would be resolved in September 2020. However, they have since announced that the project has been delayed and that the issue will now not be resolved until February 2021. In the meantime, the Head of IT Services is implementing an Application Programming Interface (API) before the end of this semester to enable students to view their attendance record, and also to export data into TDS. As for interventions (led by C Lewis-Thomas in our SEWS team), these have been unaffected as Teams attendance records are being provided by IT Services, and other engagement data is available through the predictive data analytics. In the circumstances, attendance monitoring (including that of our one remaining international student) has been unaffected.</p>
-------------	---

<b>21.0</b>	<p>21.1 <u>SMLT: 18 November 2020</u> Actions referred to BoD (if applicable): None</p> <p>21.2 <u>Equality, Diversity and Inclusion Committee: 11 November 2020</u> Actions referred to BoD (if applicable): None.</p> <p>21.3 <u>Health and Safety Committee: 23 September 2020</u> Actions referred to BoD (if applicable): None</p>
-------------	---

**Part 13: For Information**

22.0	There were no items for information.
<b>Part 14: Any Other Business</b>	
23.0	<p><b>Any Other Business</b></p> <p>C Cook commented on two entries within the Key Activities/Events document, namely:</p> <ul style="list-style-type: none"> <li>• The 29 January 2021 entry for a meeting of the Board of Directors and Audit Committee. This entry is one that has been left over from the 2019-20 version of the Key Activities/Events document. For 2020-21 the January meetings will take place on 13 January 2021 and not 29 January. M Jackson thanked C Cook for spotting this and agreed to update the document in advance of the January 2021 meeting.</li> <li>• The entry for the Annual Teaching and Learning Conference is currently recorded as provisional. C Cook asked whether there was any update on the event. J Fairhurst said that, subject to Covid-19 coming under control and restrictions being eased, he would expect the Conference to take place in July 2021.</li> </ul> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>M Jackson to amend the Key Activities/Events document prior to the next meeting of the Board.</b></li> </ul>
<b>Part 15: Date/Time of Next Meeting</b>	
24.0	<b>Date, Time and Venue of Next Meeting:</b> 13 January 2021 3.00 pm – 5.00 pm