

Confirmed Minutes

Meeting:	Board of Directors' Meeting
Date:	22 November 2021
Time:	3.00 pm – 5.00 pm
Venue:	Room 201b, 373 Euston Road

Name	Designation
Carol Cook - Chair	Non-Executive Director
Keith Bartlett	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
Tatiana Vega Das Neves	Student President
Veronica Wilson	Student Representative
Charlayne Lewis-Thomas	Staff Representative (Admissions Manager)
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 and Accounting Director, CETL

No.	
1.0	<p>Welcome and Apologies</p> <p>C Cook welcomed everyone to the meeting, noting that this was the first meeting to be attended by K Bartlett (a newly-appointed Non-Executive), T Vega Das Neves (the new Student President) and Veronica Wilson (the other new student representative). C Cook invited everyone to introduce themselves.</p> <p>C Cook also noted that this would be the last Board meeting that J Stevens and N Kazinda would be attending as their tenure had now come to an end. C Cook took the opportunity to thank both for their contribution to discussions within the Board.</p>

2.0	Minutes for approval and Action Tracker/Matters Arising:
	<p>2.1 <u>Minutes from the previous meeting:</u> 13 September 2021</p> <p>The minutes of the meeting of 13 September 2021 were approved by the Board subject to the addition of information on the fact that A Jeram, A Krajewska and G Slater were in attendance.</p> <p>2.2 <u>Action Tracker and Matters Arising</u></p> <p>C Cook reported on the following actions:</p> <p>Action 29.01.20 Item 11: as reported previously, the mapping of our corporate and academic governance arrangements against the revised CUC Code of Governance is being considered by L Bunbury as part of his internal review of our Corporate and Academic Governance Framework and Articles of Association.</p> <p>Action 10.03.21 Item 16.1: the Prevent Lead has shared feedback with A Dec-Ali (Estates and Facilities) on the procedures document she has produced for responding to a terrorist incident. The amended document is now with the Estates and Facilities Manager and the Head of Operations and Strategic Planning for their approval.</p> <p>Action 13.09.21 Item 8: Completed. An agenda item for the November 2021 meeting of the Board of Directors.</p> <p>Action 13.09.21 Item 28: Completed.</p> <p>Action 25.10.21 Item 5a: Completed.</p> <p>Action 25.10.21 Item 5b: Completed.</p> <p>Action 25.10.21 Item 5c: Completed.</p> <p><u>Minutes from the meeting of 25 October 2021 (Extraordinary Meeting)</u></p> <p>The minutes of the meeting of 25 October 2021 were approved subject to one amendment to section 4 so as to attribute correctly the comment about K Bartlett's Fit and Proper Statement to S Karim rather than C Cook.</p>
3.0	<p>Chair's Actions</p> <p>C Cook reported that there had been no matters requiring Chair's Action since the last meeting.</p>
Part 1: Operational Reporting	
4.0	<p>Corporate Report (for information)</p> <p>The Corporate Report was covered in the joint meeting of the Academic Committee and Board of Directors and is reported upon in the minutes of that meeting.</p>
5.0	<p>Covid-19</p> <p>Covid-19 was covered in the joint meeting of the Academic Committee and Board of Directors and is reported upon in the minutes of that meeting.</p>
6.0	<p>Appraisals</p> <p>It was noted that all appraisal meetings had taken place and that the necessary paperwork had been submitted to J Fairhurst with the exception of J Forsblad's form. It was agreed that copies of all the</p>

	<p>appraisal forms should be submitted to L Bunbury (rather than J Fairhurst) to enable him to review and identify any development needs.</p> <p>Actions:</p> <ul style="list-style-type: none"> • All Directors to submit completed Appraisal forms to L Bunbury by end-November 2021.
<p>7.0</p>	<p>Board of Directors’ Induction, Training and Development Plan (for approval)</p> <p>L Bunbury re-presented the Board of Directors’ Induction, Training and Development Plan, explaining that the amendments agreed at the September 2021 Board meeting had now been taken on board.</p> <p>K Bartlett said he found the Plan to be an extremely good one and asked whether he could share it with other institutions for whom he has conducted an external review. Board members said they would be happy for him to do so.</p> <p>The Board approved the amended Board of Directors’ Induction, Training and Development Plan.</p> <p>J Fairhurst asked that L Bunbury implement the Plan as soon as possible focusing on the new Non-Executive Directors, but suggested that all other Non-Executive Directors be invited to join the sessions should they wish to do so.</p> <p>J Fairhurst explained that L Bunbury would schedule the Induction sessions around the availability of the Non-Executive Directors. Consequently, it could be in person or via Teams and either in the daytime or in the evening. J Fairhurst added that if any of the Non-Executive Directors were interested in finding out more about a particular Division or Department during or following Induction, they could invite the Head of that area to meet with them.</p> <p>It was suggested that L Bunbury upload any relevant training documents/information to the Board of Directors’ SharePoint site. However, this would not be a substitute to the Induction sessions planned.</p> <p>C Cook asked whether we would be assessing the effectiveness of the Audit Committee at any stage. M Jackson said that the CUC’s HE Audit Committees’ Code of Practice recognises the need for such periodic assessments.</p> <p>Actions:</p> <ul style="list-style-type: none"> • L Bunbury to implement the approved Directors’ Induction and Training Programme, working around the availability of the Non-Executive Directors.
<p>Part 2: Financial</p>	
<p>8.0</p>	<p>Financial Reports (for consideration)</p> <p>8.1 <u>Re-forecast 2021-22</u></p> <p>8.2 <u>Re-forecast 2021-22 Commentary</u></p> <p>S Karim presented the Re-forecast 2021-22 and accompanying Commentary, highlighting the following key points:</p> <ul style="list-style-type: none"> • Given the lower than anticipated new student numbers for September 2021, the estimates for the January 2022 intake have been revised down to 250 new students in total as well as an additional intake in May/June 2022 of 250 students. The latter is dependent on a successful validation event in January 2022 with Glyndŵr University. Any May/June intake would comprise mostly international students on the MBA, LLM, Business Management Top-up and, possibly, the FY. • Our only other income stream has now been confirmed and the figure is close to our initial budget. • The increase in Non-academic Personnel Costs reflects recent appointments such as the Interim Head of Marketing and 3 additional Grade 1 roles within professional services.

Part 3: Office for Students	
9.0	<p>9.1 <u>OfS Compliance Register – November 2021 Update Report</u></p> <p>9.2 <u>OfS Condition A1 Action Plan – November 2021 Update Report</u></p> <p>The above reports were covered in the joint meeting of the Academic Committee and Board of Directors and are reported upon in the minutes of that meeting.</p>
Part 4: Risk Monitoring	
10.0	<p>Corporate Risk Register (recommended by the SMLT for approval)</p> <p>It was noted that the Corporate Risk Register would be reviewed by the SMLT in December 2021 and submitted to the Board of Directors for approval at its meeting in January 2022.</p>
11.0	<p>Key Performance Indicators (for information)</p> <p>11.1 <u>KPIs 2020-21: Final Report on KPIs 8 and 9</u></p> <p>11.2 <u>KPIs 2021-22: November 2021 Update</u></p> <p>The above were covered in the Joint Meeting with the Academic Committee along with a discussion around recommendations made by the Audit Committee regarding KPIs 8, and 10 to 12 from within the KPIs 2021-22, and are reported upon in the minutes of the joint meeting.</p> <p>It was agreed that the Board would revisit the discussions on the above under Reserved Items.</p>
12.0	<p>Prevent Risk Assessment (recommended by the SMLT for approval)</p> <p>It was noted that the Prevent Risk Assessment would be reviewed by the SMLT in December 2021 and submitted to the Board of Directors for approval at its meeting in January 2022.</p>
Part 5: Annual Planning Cycle	
13.0	<p>Strategic Framework 2019-22 Final Update on Actions 2020-21</p> <p>13.1 <u>Final Update Report submitted to November 2021 SMLT</u></p> <p>13.2 <u>Final Update Report post November 2021 SMLT</u></p> <p>The above were covered in the Joint Meeting with the Academic Committee and are reported upon within the minutes of that meeting.</p>
Part 6: Corporate and academic governance	
14.0	<p>Internal Review of Corporate and Academic Governance arrangements</p> <p>The above was covered in the Joint Meeting with the Academic Committee and is reported upon within the minutes of that meeting.</p>
15.0	<p>Annual Quality Report 2020-21</p>

	The above was covered in the Joint Meeting with the Academic Committee and is reported upon within the minutes of that meeting.
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Part 7: Student Voice	
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16.0	<p>Joint Report from the Guild Manager and Student President</p> <p>N Kazinda took the opportunity to thank the Board for all its support during his time as Student President. He said he had thoroughly enjoyed being President and the opportunity it had given him to attend meetings of the Board of Directors. He also took the opportunity to wish T Vega Das Neves well during her Presidency.</p> <p>T Vega Das Neves provided a brief summary of her experience to date at Bloomsbury Institute explaining that she has been an active member of the Student Guild over the last year, working as a Peer Advisor both in her first year and now in her second year. She explained also how she had overcome a number of challenges as a student, joining straight from college at the age of 18. She said that she wished she had joined the Foundation Year rather than her 3-year degree as she had no prior knowledge of areas such as referencing, paraphrasing etc and therefore found her first year challenging. A Krajewska welcomed this statement regarding the Foundation Year and reported that going forward the intention is to offer a zero-credit course in the first year of our 3-year degree courses which will focus on the areas currently covered in the FY.</p> <p>Having experienced the above challenges in her first year, T Vega Das Neves said that she was keen to listen to her fellow students and help motivate them. Both T Mortimer and J Stevens commented on the importance of T Vega Das Neves’ role and welcomed her empathetic approach to her fellow students.</p> <p>C Cook invited T Vega Das Neves to share any suggestions for Induction training that either she or V Wilson might find useful. J Fairhurst reported that the Guild and Quality and Compliance were running a 4-hour training session for all student representatives on 24 November 2021 following a social event the previous evening to give everyone an opportunity to get to know one another. J Fairhurst added that he was attending the social event.</p> <p>T Vega Das Neves reported briefly on the following:</p> <ul style="list-style-type: none"> • G Ursachescu (the former student representative on the Board) is now employed by Bloomsbury Institute’s Student Guild as Student Guild Executive. • Our Foundation Year students took part in the Guild elections this year for the first time. • The Guild is working on a project entitled “Contrasting Identities”. A taster of this was provided at the Annual Teaching and Learning Conference in July 2021. • The Guild is looking to publish weekly news stories in order to build its online presence. • The Guild is planning the March 2022 Gala Night. Other social events include a cinema trip, bowling and a repeat of last year’s very successful Battle of the Disciplines.
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Part 8: TDAP	
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17.0	<p>Update</p> <p>This was covered in the Joint Meeting with the Academic Committee and is reported upon within the minutes of that meeting.</p>
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Part 9: Equality, Diversity and Inclusion	
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18.0	<p>For consideration and action</p> <p>18.1 <u>Equality, Diversity and Inclusion Annual Report 2020-21</u></p> <p>18.2 <u>EDI Update Report: October 2021</u></p> <p>18.3 <u>EDI Update Report: November 2021</u></p>
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	The above were covered in the Joint Meeting with the Academic Committee and are reported upon within the minutes of that meeting.
Part 10: Prevent duty	
19.0	<p>For information</p> <p>19.1 <u>Prevent Update Report: October 2021</u></p> <p>19.2 <u>Prevent Update Report: November 2021</u></p> <p>M Jackson explained that she had nothing in particular which she wished to flag from the October and November Update Reports as the information covered there has largely been reflected in the Prevent Annual Report which is due for consideration under Agenda Item 22.</p>
Part 11: For Approval	
20.0	<p>Equality, Diversity and Inclusion Policy [Following recommended approval from the EDIC]</p> <p>20.1 <u>Summary of Changes document</u></p> <p>20.2 <u>Equality, Diversity and Inclusion Policy</u></p> <p>M Jackson presented the Equality, Diversity and Inclusion Policy for approval explaining that the only change that is proposed is to the text relating to our approach on criminal convictions given recent discussions on this within the SMLT in the context of the annual review of our Staff Recruitment and Development Policy. We currently state within the Staff Recruitment and Development Policy that we do not require the disclosure of criminal convictions unless it is for posts that involve frequent working with students with a disability, a specific learning difficulty and/or long-term health condition, to provide them with advice and support. However, the SMLT will be recommending to the Board in January 2022 that we will in future require a disclosure, but only at the point of an offer being made. This is in line with the approach recommended by Unlock.</p> <p>In the circumstances, but more importantly to avoid simply replicating the information contained within the Staff Recruitment and Development Policy, the text in the Equality, Diversity and Inclusion Policy has been replaced with the following generic statement:</p> <p>“Subject to the provisions within our Staff Recruitment and Development Policy, we will not deny an applicant the opportunity to better their life through employment on the grounds that the applicant has a criminal conviction.”</p> <p>Existing text about the exception to the above (i.e positions that may involve frequent working with students with a disability, specific learning difficulty and/or long-term health condition, to provide them with advice and support) remains.</p> <p>The Board approved the Equality, Diversity and Inclusion Policy.</p>
21.0	<p>Harassment and Sexual Misconduct Policy [Following recommended approval from the SMLT]</p> <p>M Jackson presented the Harassment and Sexual Misconduct Policy explaining that it had been developed with a number of students through a Working Group (involving key staff and student volunteers) that had been set up solely for that purpose. The Policy responds, in part, to the OfS’ Statement of Expectations on Harassment and Sexual Misconduct which states that providers should have in place policies and procedures to both prevent incidents of harassment and sexual misconduct, and respond to them should any occur. M Jackson stressed that the focus was not only on sexual harassment but harassment of any form. She also explained that whilst developing this policy, our HR Consultant has also been developing a policy on Staff-Student Relationships which has been presented once to the SMLT for approval and is</p>

	<p>due for final consideration at the December 2021 SMLT. Consequently, the Board could expect to receive it for final consideration at its January 2022 meeting.</p> <p>C Cook welcomed the work done in this area, but commented on the need to avoid a proliferation of policies when we already have such documents as our Equality, Diversity and Inclusion Policy and our Dignity and Respect Policy. M Jackson agreed with C Cook, explaining that had she had time, she would have reviewed all such policies at the same time as developing this new one with a view to rationalising where possible. However, the OfS had initially stated that it would expect all providers to have a Harassment and Sexual Misconduct Policy in place for the start of the 2021-22 Academic Year. M Jackson added that when reviewing the above policies in the next review cycle, she would take this consideration into account.</p> <p>J Forsblad queried the frequency with which staff have to complete the compulsory online training referenced in the policy. M Jackson confirmed that the SMLT had agreed on annual completion. J Forsblad questioned whether completion of the training needed to be that regular. M Jackson said that she felt it was important to require annual completion given possible implications from not having it.</p> <p>However, during the course of the discussion, it was noted that some of the Non-Executive Directors are required to complete training either at their own workplace or in other roles. It was agreed that L Bunbury could exempt a Non-Executive Director from completing some of our training where equivalent training had previously been undertaken within the relevant year.</p> <p>The Board approved the Harassment and Sexual Misconduct Policy.</p>
<p>22.0</p>	<p>Prevent Duty Annual Report 2020-21 [Following recommended approval by the SMLT]</p> <p>M Jackson presented the Prevent Duty Annual Report 2020-21, explaining that although we are no longer required to submit a copy of our Prevent Annual Report to the OfS to help support our statement on compliance with the Prevent Duty, she continues to produce one each year in order to inform the Board's decision on compliance when reporting to the OfS. Consequently, this Annual Report was recommended to the Board for approval by the SMLT at its meeting on 3 November 2021.</p> <p>In terms of the documentation for submission to the OfS, M Jackson explained that we are required to submit by 12 noon on 1 December 2021:</p> <ul style="list-style-type: none"> • an Annual Accountability Data Return (ADR) covering the period 1 August 2020 to 31 July 2021 that focuses on the three core areas of Prevent implementation, namely welfare, external speakers and staff training. [The Prevent Lead has included this information within the Annual Report.] • a statement from the Chair of the Board (on behalf of the Board) assuring the OfS of our compliance with the Prevent Duty. <p>The Board approved the Prevent Duty Annual Report and, based on this and reporting throughout the year as well as consideration each quarter of the Prevent Risk Assessment, the Board agreed that C Cook should sign the necessary assurance statement on behalf of the Board. The signed Statement and Data Return will be submitted to the January 2022 Board meeting for information.</p> <p>Actions:</p> <ul style="list-style-type: none"> • M Jackson to present the completed ADR and accompanying statement at the January 2022 Board meeting for information.
<p>23.0</p>	<p>Value for Money Statement</p> <p>A Jeram presented the Value for Money Statement to the Board for approval explaining that it is an OfS requirement for providers to publish such a statement. She added that the statement would be reviewed in the Spring of each year and that more detailed financial information would be available within our Annual Accounts.</p> <p>T Bolton commented on the fact that a lot of providers include their Value for Money Statement within their Annual Reports and Accounts. He added that he felt the Statement was not focusing on what it should be focusing on, namely a demonstration of value for money. At present it merely provides a summary of how</p>

	<p>income has been spent. A Jeram said that she felt the statement was in line with OfS requirements and the statements published by other providers.</p> <p>A Pisavadi queried the classifications within the Statement, suggesting that venue costs for teaching would sit better within Estates costs rather than in teaching expenses. S Karim explained that although she would prefer to leave the costs as currently classified given that they are integral to teaching, we are able to present them according to our own operational model and she therefore invited comments from the Board.</p> <p>A Pisavadi commented that being based in London, the figure for venue costs will be high and so it could be misleading to leave it within teaching.</p> <p>C Cook questioned whether the cost of support functions should not also be included within teaching and learning, and suggested moving venue costs to Estates and including support costs within teaching and learning. T Bolton agreed with C Cook on this point. However, J Fairhurst echoed S Karim's earlier comment about room hire costs being integral to teaching and learning and suggested either leaving the current classification unchanged or creating a separate classification to capture only venue hire. J Forsblad agreed. J Fairhurst also suggested that consideration be given to creating another new category of expenditure to capture student support.</p> <p>It was agreed that S Karim would consider any necessary amendments to the classification of expenses and present to C Cook for Chair's Action.</p> <p>Actions:</p> <ul style="list-style-type: none"> • S Karim to consider any necessary amendments to the classification of expenses in the Value for Money Statement and present to C Cook for Chair's Action.
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Part 12: For Discussion

24.0	<p>Confirmed minutes from other forums or committees</p> <p>24.1 <u>SMLT: 8 September 2021</u> Actions referred to BoD (if applicable): None</p> <p>24.2 <u>Academic Committee: 28 July 2021</u> Actions referred to BoD (if applicable): None</p> <p>24.3 <u>EDIC: 23 June 2021</u> Actions referred to BoD (if applicable): None</p> <p>The above minutes were received and their contents noted.</p>
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25.0	<p>Actions referred from other forums/committees where the minutes are unconfirmed/not yet available</p> <p>25.1 <u>SMLT: 3 November 2021</u> Actions referred to BoD (if applicable): None</p> <p>25.2 <u>EDIC: 27 October 2021</u> Actions referred to BoD (if applicable): None</p> <p>It was noted that no actions had been referred to the Board of Directors from the above meetings.</p>
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Part 13: For Information

26.0	<p>SMLT Annual Report 2020-21</p> <p>The above report was received and its contents noted.</p>
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27.0	<p>Student Recruitment and Admissions 2021-22</p> <p>This was largely covered in the Joint Meeting with the Academic Committee and is reported upon within the minutes of that meeting. However, within the Board meeting, it was agreed that the Board should be provided with regular updates.</p> <p>Actions:</p> <ul style="list-style-type: none"> • M Jackson to ask A Junaid to provide the Board with data reports on student recruitment and admissions to show targets and actuals.
28.0	<p>Proctoring Software</p> <p>28.1 <u>Report on use of proctoring software for admission test purposes</u></p> <p>A Jeram presented the above report which the Board had requested earlier in the year. She added that the report had already been shared with the Academic Committee.</p>
29.0	<p>Risk Management Review Proposal [To evidence changes made]</p> <p>L Bunbury presented the amended Risk Management Review Proposal and the Board noted that the necessary amendments had been made.</p>
30.0	<p>Centre for Community Engagement and Learning</p> <p>The Board welcomed the creation of the Centre for Community Engagement and Learning.</p>
31.0	<p>Teaching Excellence Framework</p> <p>J Fairhurst reported that we have been granted a TEF provisional award.</p>
<p>Part 14: Any Other Business</p>	
32.0	<p>J Stevens took the opportunity to thank the Board for their support during his time as staff representative commenting on how positive an experience he had had.</p>
<p>Part 15: Date/Time of Next Meeting</p>	
33.0	<p>Date, Time and Venue of Next Meeting: Monday 17 January 2022, 1 pm to 5 pm, venue to be confirmed.</p>