

Confirmed Minutes

Meeting:	Board of Directors' Meeting
Date:	25 November 2022
Time:	3 pm to 4 pm
Venue:	Room 252, Malet Building, Birkbeck College

Name	Designation
Carol Cook - Chair	Non-Executive Director
Keith Bartlett	Non-Executive Director
Trevor Bolton	Non-Executive Director
Melanie Fellowes	Non-Executive Director
Abdul Pisavadi	Non-Executive Director
John Fairhurst	Managing Director and Academic Principal
Shabnam Karim	Finance Director
Ammar Syed*	Student Council Student Representative AFM (1 st Year)
Veronica Wilson*	Student Council Student Representative LLB (Final Year)
Charlayne Lewis-Thomas	Staff Representative (Admissions Manager)
Tom Ironmonger	Staff Representative (Principal Lecturer, Deputy Head of the School of Business and Accounting, Foundation Year Course Leader)
Maria Jackson - Secretary	Head of Equality, Diversity and Inclusion, and Company Secretary

In attendance

Name	Designation
Ahmed Junaid*	Academic Registrar
Anna Krajewska*	Head of School of Business and Accounting Director, CETL
Graeme Slater	Head of Action Planning

No.	
1.0	<p>Welcome and Apologies</p> <p>C Cook welcomed everyone to the meeting.</p> <p>It was noted that apologies had been received from A Junaid (Academic Registrar), A Krajewska (Head of School of Business and Accounting, and Director of CETL), A Syed (Student President) and V Wilson (Student Representative).</p>
2.0	<p>Minutes for approval and Action Tracker/Matters Arising:</p>
	<p>2.1 <u>Minutes from the meeting of 7 October 2022</u></p> <p>The minutes of the meeting of 7 October 2022 were approved subject to the following two amendments:</p> <p>Actions:</p> <ul style="list-style-type: none"> Page 1: Correction to Veronica Wilson's surname.

	<ul style="list-style-type: none"> Page 13: Explicit reference made to the “Academic Salon” under Any Other Business as this was the informal forum in which the issues around respect were discussed. <p>2.2 <u>Action Tracker and Matters Arising</u></p> <p>C Cook highlighted the following from the Action Tracker:</p> <ul style="list-style-type: none"> Action 29.01.20, Item 11: Completed. The revised CUC Code of Governance informed the revisions made to our Corporate and Academic Governance Framework and Articles of Association. Both documents are an agenda item for approval. See Agenda Item 16. Action 22.07.22, Item 25: Completed. Sustainability and the Environment is an agenda item for the January 2023 Board meeting. Action 07.10.22, Item 6.1: Completed. The Appendix to the OfS Compliance Register has been reviewed and incorporated within a more comprehensive exercise to map our practices against OfS Conditions of Registration. See Agenda Item 20. Action 07.10.22, Item 8: Completed. OfS metrics is an agenda item for consideration under Reserved Items at the November 2022 Board meeting. Action 07.10.22, Item 12a: Completed. Action 07.10.22, Item 12b: Completed. Action 07.10.22, Item 16: Completed. M Jackson shared with the Board a copy of H Playfoot’s Brand proposal paper and the Brand presentation slides that were shared with staff at the September LaunchPad event. Action 07.10.22, Item 17: Completed. The Risk Management Framework 2022-23 is presented under Agenda Item 26 to evidence the changes made. Action 07.10.22, Item 18: Update - M Fellowes and V Holbrook have been notified of their appointment as Non-Executive Directors. The earliest notification date with Companies House is the day of appointment and so only M Fellowes’ appointment has been reported at this stage. A diary entry has been made for notification of V Holbrook’s appointment. Action 07.10.22, Item 23: Completed. M Jackson has asked the Academic Registrar to provide the Board with reports on enrolment numbers for both new and returning students. Action 07.10.22, Item 25: Update - This action relating to the SMLT Annual Report is not due for completion until May 2023. Action 07.10.22, Item 30: Completed. T Ironmonger has met with the People, Talent and Culture Manager, and the Head of EDI to discuss ways of addressing issues of respect in the classroom.
3.0	<p>Chair’s Actions</p> <p>C Cook confirmed that there had been no cause for her to take Chair’s Actions on any matters since the October 2022 meeting of the Board of Directors.</p>
<p>Part 1: Operational Reporting</p>	
4.0	<p>Corporate Report (for information)</p> <p>C Cook reminded the Board that the Corporate Report was next due for consideration at the March 2023 Board meeting.</p>
<p>Part 2: Financial</p>	
5.0	<p>Financial Reports (for consideration)</p> <p>5.1 <u>Re-forecast 2022-23</u></p>

	<p>5.2 <u>Re-forecast 2022-23 Commentary</u></p> <p>S Karim presented the Re-forecast 2022-23 report, highlighting the following key points:</p> <ul style="list-style-type: none"> • Student recruitment numbers for February and June 2023 have been revised on the back of a shortfall on our domestic recruitment target for October 2022. This has resulted in a larger loss than anticipated for FY 2022-23. • The budget for Academic Personnel costs has now been revised down whereas an increase is now forecast for Professional Services costs given some appointments made earlier in the year and some additional future appointments that are now to be made following the SMLT restructure exercise. • We have been successful in our capital funding bid to the OfS and have been awarded £244k in capital funding with regards to this bid. <p>C Cook commented on the fact that the costs associated with our India Office have been subsumed within other cost items. Both C Cook and A Pisavadi asked that a separate item be included for the India Office in future reports. S Karim explained that although the India Office is a separate legal entity, it is a wholly owned subsidiary of Bloomsbury Institute and so its costs are consolidated into our accounts. However, she agreed to show associated costs as a separate reporting line within the forecast going forward.</p> <p>K Bartlett asked who the Directors of the India company were. J Fairhurst explained that the company had two Directors - himself and one that is India-based (as per India company law requirements). The India-based director is provided by the law firm that provides the company's administrative services.</p> <p>T Bolton asked whether it is possible to spread the student recruitment agency fees and Glyndŵr fees over the same period as income is received. S Karim confirmed that this is the case as she has a commitment to make a payment to both the recruitment agent and Glyndŵr University as soon as the student pays us.</p> <p>Actions:</p> <ul style="list-style-type: none"> • S Karim to include, in future, a separate item for the India Office in the Reforecast Reports.
<p>Part 3: Office for Students</p>	
<p>6.0</p>	<p>6.1 <u>OfS Compliance Register – November 2022 Update Report</u></p> <p>6.2 <u>OfS Condition A1 Action Plan – November 2022 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>
<p>Part 4: Risk Monitoring</p>	
<p>7.0</p>	<p>Corporate Risk Register (recommended by the SMLT for approval)</p> <p>C Cook reminded the Board that the December 2022 Corporate Risk Register would be considered for approval at the January 2023 Board meeting following recommended approval by the SMLT (or SMT, if the SMLT reorganisation changes are approved and are in force) at its January 2023 meeting.</p>
<p>8.0</p>	<p>Key Performance Indicators (for information)</p> <p>8.1 <u>KPIs 2021-22: November 2022 Update</u></p>

	The above update report was covered in the Joint Meeting with the Academic Committee and is reported upon in the minutes of the joint meeting.
9.0	<p>Prevent Risk Assessment (recommended by the SMLT for approval)</p> <p>C Cook reminded the Board that the December 2022 Prevent Risk Assessment would be considered for approval at the January 2023 Board meeting following recommended approval by the SMLT (or SMT, if the SMLT reorganisation changes are approved and are in force) at its January 2023 meeting.</p>
Part 5: Annual Planning Cycle	
10.0	<p>Strategic Framework Final Update on Actions 2021-22 [To be covered in the Joint Meeting with the Academic Committee]</p> <p>10.1 <u>Strategic Framework Actions 2021-22 Summary Report</u></p> <p>10.2 <u>Strategic Framework Actions 2021-22 Full Report</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	
11.0	<p>Annual Quality Report 2021-22</p> <p>The Annual Quality Report 2021-22 was an item for discussion in the Joint Meeting of the Academic Committee and Board of Directors and is reported upon in the minutes of that meeting.</p>
Part 7: Student Voice	
12.0	<p>Joint Report from the Guild Manager and Student President</p> <p>The were no updates provided.</p>
Part 8: TDAP & Glyndŵr University	
13.0	<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>
Part 9: Equality, Diversity and Inclusion	
14.0	<p>For consideration and action [To be covered in the Joint Meeting with the Academic Committee.]</p> <p>14.1 <u>EDI Update Reports for October and November SMLT 2022 Cover Paper</u> 14.2 <u>EDI Update Report: October 2022</u> 14.3 <u>EDI Update Report: November 2022</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 10: Prevent duty	
15.0	<p>For information</p> <p>15.1 Prevent Update Report: October 2022 Cover Paper 15.2 Prevent Update Report: October 2022</p> <p>The above update report was received by the Board of Directors, and its contents noted.</p>
Part 11: For Approval	
16.0	<p>Corporate and Academic Governance Annual Review</p> <p>16.1 Corporate and Academic Governance Review Stage 1 - Briefing Paper 16.2 Corporate and Academic Governance Framework WITH track changes 16.3 Corporate and Academic Governance Framework WITHOUT track changes 16.4 Bloomsbury Institute Articles of Association WITH track changes 16.5 Bloomsbury Institute Articles of Association WITHOUT track changes</p> <p>The above documents were considered in the Joint Meeting with the Academic Committee as the Academic Committee is responsible for:</p> <ul style="list-style-type: none"> recommending approval of the changes to the academic governance arrangements within Section 3 of the CAGF to the Board of Directors. ratifying the Board's decision to approve any changes to Regulations 15(a), 15(c), 52, 139, 140, 144, 145 and 149 of the Articles <p>Discussions from the Joint Meeting with the Academic Committee are reported upon within the minutes of that meeting. However, discussions continued in the Board meeting as detailed below.</p> <p><u>Articles of Association</u></p> <ul style="list-style-type: none"> In Regulation 140 of the Articles of Association it now states that we undertake “periodic” reviews of the CAGF rather than “annual” reviews as had been the case previously. C Cook recommended that the review period not be left open-ended, suggesting that we state that it will be undertaken periodically but at least every 5 years, for example. The Board agreed to a review every 5 years as a minimum although K Bartlett said that it would be more appropriate to refer to us “reviewing the effectiveness of the governance arrangements” every 5 years rather than the CAGF itself. J Fairhurst agreed to incorporate K Bartlett’s suggested wording if a similar clause does not already exist. If already present, he said he would review where it would best feature – the CAGF or the Articles of Association. C Cook noted that Regulation 26 of the Articles of Association states that the “quorum for directors’ meetings may be fixed from time to time by a decision of the directors, but it must never be less than three directors, and unless otherwise fixed it is three.” Given the current composition of the Board, C Cook pointed out that this would automatically ensure attendance by at least one Non-Executive Director. However, if the number of Executive Directors were to be increased, that would mean that a Board meeting could go ahead without a Non-Executive Director being present. In the circumstances, C Cook recommended that a clause be added to the Articles of Association whereby at least one Non-Executive is needed for a Board meeting to be quorate. The Board agreed with this recommendation. <p>The Board approved the revised Articles of Association subject to the above amendments and any other minor amendments (not for discussion) that the Directors might want to share outside of the meeting.</p>

	<p><u>Corporate and Academic Governance Framework</u></p> <ul style="list-style-type: none"> • The Board agreed that the internal review of our governance arrangements should take place every two years and the external review every 4 years, and that the internal review should be led by the Company Secretary with colleagues from the Board. • The Board discussed whether there was a need to refer to our Non-Executive Directors as “Independent” Non-Executive Directors within the CAGF. The Board agreed that it should retain this descriptor. • The Board noted the amendments made to Sections 2.2.14 (Schedule of Matters Reserved to the Board) and 2.2.15 (Audit Committee) and agreed that there might be scope for further refinements in the May 2023 review. • J Fairhurst explained that he had discussed possible changes to the remit of the Remuneration Committee with S Karim and that they had recommended that going forward, the Remuneration Committee should be responsible for setting the remuneration of the Directors and members of the Strategic Leadership Team only. J Fairhurst also flagged that at the moment there were some inconsistencies on this point within the CAGF which he would be addressing to bring the document in line with the Board’s decision. The Board agreed with this proposal. • J Fairhurst reported that Section 4 (Equality, Diversity and Inclusion Committee (EDIC)) would need further consideration as part of the May 2023 review given the change in M Jackson’s remit from Head of Equality, Diversity and Inclusion to Head of Governance and Company Secretary, and the fact that we have yet to appoint anyone to the role of EDI Lead. <p>The Board approved the revised Corporate and Academic Governance Arrangements subject to the amendments highlighted above and any other minor amendments (not for discussion) that the Directors might want to share outside of the meeting.</p> <p>Actions:</p> <ul style="list-style-type: none"> • M Jackson to collate and share with J Fairhurst any minor amendments (not for discussion) to the Corporate and Academic Governance Framework and the Articles of Association. • J Fairhurst to amend the Corporate and Academic Governance Framework and the Articles of Association (based on feedback received and changes now necessary as a result of some amendments to the SMLT restructure), and circulate the same to the Academic Committee and Board of Directors to evidence the changes made. • J Fairhurst to arrange a meeting of the shareholders to approve the changes to the Articles of Association. • M Jackson/J Fairhurst to lodge the amended Articles of Association with Companies House, once finalised.
<p>17.0</p>	<p>Bloomsbury Institute Risk Appetite Statement [Following recommended approval by the SMLT]</p> <p>G Slater presented the Risk Appetite Statement that he had developed with the Risk Management Working Group. He explained that the Statement had been presented to the SMLT at its November 2022 meeting and some amendments had been recommended and subsequently made as a result. He added that although the plan is to review the Statement on an annual basis, that annual review would take place in May of each year and so for the first year of the document’s existence, there would be an early review date. G Slater welcomed any feedback from the Board.</p> <p><u>Learning and Student Experience</u></p> <p>T Bolton said that rather than set our risk appetite in relation to Learning and Student Experience at “moderate”, he would have expected to see this as an area where it is essential that we are risk averse. C Cook said she had had the same thought initially, but then once she read the glossary, she was happy with the “moderate” descriptor.</p>

	<p>G Slater explained that the decision to opt for “moderate” had been driven by recognition of the need to manage risk, but not stifle innovation in the process. J Fairhurst agreed with this approach and made the point that had we been risk averse, we would not have redesigned all our degrees recently. The Board agreed to retain “moderate”.</p> <p><u>Financial Management and Sustainability</u></p> <p>T Bolton said he would not have expected the risk appetite in relation to Financial Management and Sustainability to have been “moderate”. S Karim explained that there had a great deal of discussion of this particular risk area within the Risk Management Working Group and that the Group had decided to temper the Risk Appetite Statement by making it clear within the glossary that we are risk averse in terms of long-term sustainability. In the light of T Bolton’s comments and our current financial status, S Karim suggested changing the appetite statement from “moderate” to “cautious” in relation to Financial management, leaving it clear within the glossary what our approach is to Financial Sustainability. The Board agreed to the change to “cautious”.</p> <p><u>Compliance</u></p> <p>A Pisavadi recommended that our appetite for risk in relation to Compliance should be “avoid” rather than “averse” as we are required to be fully compliant. G Slater explained that this was an area that had prompted discussion in the SMLT meeting as well as a suggestion that if our attitude towards compliance really is “averse”, then there should be no need for an “avoid” category. The Board agreed that “avoid” was a much better descriptor of our risk appetite in relation to Compliance.</p> <p>The Board approved the Risk Appetite Statement subject to the above amendments.</p> <p>Actions:</p> <ul style="list-style-type: none"> • G Slater to amend the Risk Appetite Statement and submit to the January 2023 Board meeting to evidence changes made.
<p>18.0</p>	<p>KPIs 2022-23</p> <p>The KPIs 2022-23 were presented in the Joint Meeting with the Academic Committee following recommended approval by the SMLT. The Academic Committee was asked to recommend approval of the academic KPIs and discussions on this are reported upon in the minutes of that meeting.</p> <p>The Board approved the non-academic KPIs but agreed that formal approval of the document should be deferred to the January 2023 Board meeting once amendments are made to the academic KPIs (as recommended by the Academic Committee).</p>
<p>19.0</p>	<p>Prevent Duty Annual Report 2021-22 [Following recommended approval by the SMLT]</p> <p>19.1 <u>Prevent Duty Annual Report 2021-22 Cover Paper</u> 19.2 <u>Prevent Duty Annual Report 2021-22</u></p> <p>M Jackson presented the Prevent Duty Annual Report 2021-22, 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 2 November 2022.</p> <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 for submission to the OfS by 1</p>

	<p>December 2022. The signed Statement and Data Return will be submitted to the January 2023 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 2023 Board meeting for information.
<p>20.0</p>	<p>OfS Conditions of Registration [Following recommended approval by the SMLT]</p> <p>20.1 <u>OfS Conditions of Registration and Proposal for Compliance Monitoring Cover Paper</u> 20.2 <u>OfS Conditions of Registration</u> 20.3 <u>OfS Conditions of Registration Monitoring Proposal</u></p> <p>M Jackson presented the OfS Conditions of Registration document explaining that it sets out how we will ensure ongoing compliance with our OfS Conditions of Registration by mapping our practices against the individual OfS Conditions. She added that the document has been produced for internal purposes to assure the Board of the mechanisms we have in place to ensure ongoing compliance, and as a reference point for staff.</p> <p>In terms of monitoring mechanisms, M Jackson reported that the SMLT had recommended that:</p> <ul style="list-style-type: none"> • the OfS Conditions of Registration document should be reviewed annually, and the Board should be provided with an annual assurance of compliance. • The former OfS Compliance Register is now redundant as any breaches or suspected breaches of our Ongoing or Specific Conditions of Registration would be captured by our OfS Reportable Events procedure. <p>K Bartlett asked whether there was scope for the Audit Committee using the OfS Conditions of Registration compliance document to take a deep dive into practices around specific conditions. T Bolton said that he did not think this was possible as the Audit Committee already has a very broad remit. However, he welcomed a suggestion from M Fellowes that the document be used to inform the Audit Committee's meetings with Heads of Divisions/Departments.</p> <p>C Cook welcomed what she considered to be a very good document, but said that she felt it would benefit from information on evidence/outcomes of what we do. She said it was important to provide evidence of our compliance and suggested the addition of an extra column to the table to do this. J Fairhurst reminded the Board that all the <u>key</u> OfS Conditions are captured to varying degrees in our existing risk monitoring mechanisms, namely our KPIs and Corporate Risk Register, and recommended instead that we simply cross reference where specific risks are being monitored. The Board agreed.</p> <p>S Karim reported that our external auditors are required to comment on our compliance with OfS Conditions of Registration, and that Internal Audit have included this area in their Audit Plan for 2023.</p> <p>K Bartlett suggested that when commissioning the next external review of our governance arrangements, we also ask for an assurance that we are compliant with OfS Conditions of Registration.</p> <p>Actions:</p> <ul style="list-style-type: none"> • M Jackson to amend the OfS Conditions of Registration document so as to cross reference where specific risks (e.g. B3) are being monitored. • M Jackson to ensure that consideration is given in advance of the next External Review of our governance arrangements to requesting an assurance of compliance with the OfS Conditions of Registration.

21.0	<p>Board of Directors Induction, Training and Development Programme 2022-23</p> <p>21.0 Board of Directors Induction, Training and Development Programme 2022-23: Summary of Changes 22.0 Board of Directors Induction, Training and Development Programme 2022-23</p> <p>The Board noted the minor amendments made to the Board of Directors Induction, Training and Development Programme 2022-23, and approved the same.</p>
Part 12: For Consideration and action	
22.0	There were no matters for consideration and action.
Part 13: For Discussion	
23.0	<p>Confirmed minutes from other forums or committees</p> <p>23.1 SMLT: 7 September 2022 Actions referred to (if applicable): None</p> <p>23.2 SMLT: 5 October 2022 Actions referred to (if applicable): None</p> <p>23.3 Academic Committee: 27 July 2022 Actions referred to BoD (if applicable): None</p> <p>The above minutes were received, and their contents noted.</p>
24.0	<p>Actions referred from other forums/committees where the minutes are unconfirmed/not yet available</p> <p>24.1 SMLT: 2 November 2022 Actions referred to BoD (if applicable): None</p> <p>24.2 APC: 16 September 2022 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>
Part 14: For Information	
25.0	<p>Student Recruitment and Admissions</p> <p>Student recruitment and admissions was discussed in the Joint Meeting with the Academic Committee and is reported upon in the minutes of that meeting.</p>
26.0	<p>Risk Management Framework 2022-23</p> <p>The Board received the Risk Management Framework 2022-23 and confirmed that the necessary amendments had been made.</p>
27.0	<p>Committee Handbook 2022-23</p>

	The Committee Handbook 2022-23 was presented in the Joint Meeting with the Academic Committee and its contents noted.
28.0	Redaction Policy and Procedures The Redaction Policy and Procedures was presented in the Joint Meeting with the Academic Committee and its contents noted.
29.0	APP Assessment of Performance 29.1 <u>APP Assessment of Performance Cover Paper</u> 29.2 <u>APP Assessment of Performance</u> The above Assessment of Performance was presented in the Joint Meeting with the Academic Committee and is reported upon in the minutes of that meeting.
30.0	OfS Consultation on a new approach to regulating equality of opportunity in English Higher Education 30.1 <u>OfS Consultation on a new approach to regulating equality of opportunity in English Higher Education Cover Paper</u> 30.2 <u>OfS Consultation on a new approach to regulating equality of opportunity in English Higher Education - Summary Report</u> The above documents were received by the Board, and their contents noted.
Part 15: Any Other Business	
31.0	There were no matters raised under Any Other Business.
Part 16: Date/Time of Next Meeting	
32.0	Date, Time and Venue of Next Meeting: Friday 20 January 2023, 3 pm to 5 pm. Ballroom, First Floor, Bedford Square.