

Confirmed Minutes

Meeting:	Board of Directors' Meeting
Date:	17 March 2023
Time:	1 pm to 3 pm
Venue:	EUS102, Euston Road

Name	Designation
Carol Cook - Chair	Non-Executive Director
Keith Bartlett	Non-Executive Director
Trevor Bolton	Non-Executive Director
Melanie Fellowes	Non-Executive Director
Victoria Holbrook	Non-Executive Director
Abdul Pisavadi	Non-Executive Director
John Fairhurst	Principal and Chief Executive Officer
Shabnam Karim	Chief Operating Officer and Chief Financial Officer
Abrahan Burgos	Student Representative (MBA)
Ammar Syed	Student Representative (Student President)
Rebecca Collins	Staff Representative (Disability and Wellbeing Advisor)
Tom Ironmonger	Staff Representative (Principal Lecturer, Deputy Head of the School of Business and Accounting, Foundation Year Course Leader)
Maria Jackson - Secretary	Head of Governance and Company Secretary

In attendance

Name	Designation
Cal Courtney	Deputy Chief Executive Officer
Joan O'Mahony	Deputy Principal
Graeme Slater	Head of Action Planning

No.	
1.0	Welcome and Apologies C Cook welcomed everyone to the meeting and, in particular, V Holbrook (Non-Executive Director), who was joining the meeting for the first time. In the circumstances, C Cook invited everyone to introduce themselves.
2.0	Minutes for approval and Action Tracker/Matters Arising:
	2.1 <u>Minutes from the meeting of 20 January 2023</u> The minutes of the meeting of 20 January 2023 were approved. 2.2 <u>Action Tracker and Matters Arising</u> C Cook highlighted the following from the Action Tracker:

	<ul style="list-style-type: none"> • Action 07.10.2022, Item 18: Completed. • Action 25.11.22, Item 5.2: Completed. • Action 20.01.23, Item 6: Completed. • Action 20.01.23, Item 7: Completed. • Action 20.01.23, Item 8: Completed. • Action 20.01.23, Item 14: Update: The Head of Action Planning has advised that aligning our KPIs more with our Strategic Framework and giving them a longer “shelf-life” was a project he was already working on prior to the Board’s suggestion and so the action should be considered as completed so as to remove it from the Action Tracker. The Board agreed. • Action 20.01.23, Item 16: Completed. • Action 20.01.23, Item 17: Completed. <p>In terms of Matters Arising, M Jackson shared feedback she had received from Andrea David (one of our Student Representatives) on the sustainability discussion she had participated in at the January 2023 Board meeting. M Jackson reported the following suggestions from A David:</p> <ul style="list-style-type: none"> • For maximum impact, Bloomsbury Institute should consider making a formal Sustainability Pledge with quantifiable goals/achievements and dates. • The Guild could support the success of work in this area through initiatives such as creating an Environmental/Sustainability Society. <p>M Jackson added that she had already shared the above feedback with the SLT in the context of the Position Paper that C Courtney will be developing on behalf of the SLT for approval by the Board later in the year.</p>
3.0	<p>Chair’s Actions</p> <p>C Cook confirmed that there had been no cause for her to take Chair’s Action on any matters since the November 2022 meeting of the Board of Directors.</p>
Part 1: Operational Reporting	
4.0	<p>Corporate Report (for information)</p> <p>4.1 <u>Corporate Report March 2023</u></p> <p>C Cook raised the following matters in relation to the Corporate Report:</p> <ul style="list-style-type: none"> • The number of students we currently have enrolled on University of Northampton degrees. It was agreed that J O’Mahony would report back on this at the May 2023 Board meeting. • The status of our Advance HE In-Bloom accreditation given that it is due to expire on 31 August 2023. J Fairhurst explained that our validation has been extended until April 2024 to enable us to embed the revised UKPSF when we are revalidated. <p>Actions:</p> <ul style="list-style-type: none"> • J O’Mahony to report back at the May 2023 Board meeting on the number of students currently enrolled on our University of Northampton degrees.
Part 2: Financial	
5.0	<p>Financial Reports (for consideration)</p> <p>5.1 Re-forecast 2022-23</p>

	<p><u>5.2 Re-forecast 2022-23 Commentary</u></p> <p>S Karim presented the March 2023 Reforecast Profit and Loss report and accompanying commentary, highlighting the following key points:</p> <ul style="list-style-type: none"> • With enrolment numbers for February 2023 lower than forecast for both domestic and international students, we have revised down our turnover figure even allowing for some cost savings elsewhere. • As a result of some issues with the June 2022 cohort of international students, we took the decision to increase our deposit to 75% of Year 1 tuition fees for applicants from the Indian Subcontinent and we also appointed (January 2023) a Credit Controller who is currently focusing exclusively on debt collection. • A breakdown of costs for the India Office is included within the commentary. <p>T Bolton commented on the shortfall in student numbers for the February 2023 intake and asked whether the issue is us being too ambitious in our targets or us simply failing to meet our targets. He also asked about the impact this would have on our budget. S Karim explained that the recruitment targets captured in our KPIs are higher than the student numbers we use to underpin our budget forecasts and that if student numbers were to fall below budgeted numbers, she would adjust the budget accordingly.</p> <p>C Cook asked whether we would be able to recover our unpaid fees. S Karim explained that we have been very successful to date in recovering unpaid fees from domestic students, but this is our first experience of debt collection in the context of international students. However, the situation is helped by the fact that the majority of our international students have applied via a student recruitment agent and so the agent has a financial incentive in encouraging the student to pay because the agent only receives their commission once the student pays their tuition fees.</p>
<p>Part 3: Office for Students</p>	
<p>6.0</p>	<p>OfS Condition A1 Action Plan</p> <p><u>6.1 OfS Condition A1 Action Plan – February 2023 Update Cover Paper</u></p> <p><u>6.2 OfS Condition A1 Action Plan – February 2023 Update Report</u></p> <p><u>6.3 OfS Condition A1 Action Plan – March 2023 Update Cover Paper</u></p> <p><u>6.4 OfS Condition A1 Action Plan – March 2023 Update Report</u></p> <p>M Jackson presented the above Update Reports, confirming that we are compliant with our commitments. She added that there is just one action update and that is that SEER have finalised the evaluation of our travel bursary scheme using the OfS toolkit. She explained that final report recommendations are currently being considered.</p> <p>C Cook said that she had suggested to M Jackson that we invite SEER to give a presentation on Theory of Change at a future Board meeting given the changes made to the membership of the Board since J Fairhurst provided his presentation on this subject. M Jackson added that the intention is for a representative from SEER to attend the July 2023 Board meeting.</p>
<p>Part 4: Risk Monitoring</p>	
<p>7.0</p>	<p>Corporate Risk Register [Recommended by the SMT for approval]</p>

	<p><u>7.1 Corporate Risk Register: March 2023 Review Commentary</u></p> <p><u>7.2 Corporate Risk Register: March 2023 Review</u></p> <p>G Slater presented the March 2023 Review of the Corporate Risk Register and the accompanying commentary paper. He explained that just two risks were due for review – Risk 3 (Failure to recruit to target for domestic students) and Risk 5 (Inflationary pressures and increased utility costs have an adverse financial impact at Institute-level).</p> <p>Risk 3: Failure to recruit to target for domestic students.</p> <p>Given the shortfall in the number of domestic students who enrolled in February 2023, G Slater explained that the likelihood of this particular risk occurring has been increased from 4 to 5. This is the highest likelihood score possible and brings the overall risk rating up from 12 to 15. As a result, he said that monthly reviews by the SMT would be required. He added that the Deputy CEO would be working closely with Elvie-Jo Shergold (our new Head of Marketing, Communications and UK Student Recruitment) to ensure that we develop and deploy a strategy to maximise our recruitment in this area.</p> <p>T Bolton reported that the Audit Committee had discussed Risk 3 in some detail at its March meeting and that whilst it supported the approach taken, it felt that there was still some work to be done in this area.</p> <p>Risk 5 (Inflationary pressures and increased utility costs have an adverse financial impact at Institute-level).</p> <p>G Slater reported that no changes were being proposed to this particular risk as it was felt that rising costs remained at a manageable level for Bloomsbury Institute.</p> <p>V Holbrook said that she had noted in the recent Audit Committee meeting that we did not have a risk or KPI relating to staff wellbeing and staff capability levels. J Fairhurst explained that these were areas that were previously captured in our Corporate Risk Register but which we had removed when we decided to focus on the key risks to us at a corporate level.</p> <p>Actions</p> <ul style="list-style-type: none"> • G Slater to consider the addition of a risk to the Corporate Risk Register or a KPI measure around staff wellbeing and staff capability. <p>The Board approved the Corporate Risk Register March 2023.</p>
<p>8.0</p>	<p>KPIs 2022-23</p> <p><u>8.1 KPIs 2022-23: March 2023 Review</u></p> <p>S Karim presented the updates to the Non-Academic KPIs, highlighting the following key points:</p> <ul style="list-style-type: none"> • KPI 5b: the shortfall in recruitment figures for February 2023 represents a medium level of risk exposure. • KPI 6b: our visa refusal rate is well within our own threshold figure of no more than 5%, representing an acceptable level of risk exposure. • KPI 6c: our international student enrolment rate fell just below our 95% threshold in February 2023, namely 94.1%. However, 94.1% sits comfortably within the UKVI threshold of 90%. • KPI 7: No student complaints submitted to or upheld by the OIA. <p>J O'Mahony presented the updates to the Academic KPIs in her role as Deputy Principal, but pointed out that T Ironmonger (Head of Foundation Year) would be able to help answer any specific questions around academic performance.</p>

	<p>J O'Mahony highlighted the following key points:</p> <ul style="list-style-type: none"> • KPI 9a (More than 80% of <u>new FY students</u> who started in <u>October 2022</u> pass all 4 Level 0 modules): performance here is of concern. Even allowing for 2nd sits, performance levels are unlikely to meet the thresholds set. [Redacted.] • KPI 9b (More than 90% of all other UG and PG <u>new students</u> who started in <u>October 2022</u> pass all 4 1st Level modules): performance here is more positive particularly in the context of our postgraduate students. [Redacted.] <p>R Collins asked whether the pass rates reported in the KPIs allow for Mitigating Circumstances. J O'Mahony confirmed that they did. R Collins also asked what more could be done to help support students. J O'Mahony reminded R Collins of the support provided by our Learning Enhancement team and added that she had had a really useful discussion on this topic in her recent meeting with the Heads of Schools.</p> <p>J O'Mahony explained that late enrolment has impacted on assessment results. J Fairhurst reminded the Board that this was a conclusion that G Slater and G Pitt had reached upon completion of their research in relation to KPIs 10 and 11 from the KPIs 2021-22. T Ironmonger added that he had evaluated the impact of late enrolment in some detail in his Annual Course Evaluation Report 2022-23 for the Foundation Year. He said that the benefit of the timely recruitment and enrolment we saw for the February 2023 intake was now being seen in terms of levels of engagement and the assessment grades for the first assignment.</p> <p>T Bolton thanked J O'Mahony for the presentation of the KPIs that she had provided in the March 2023 Audit Committee meeting. Whilst acknowledging the difference in cohorts, T Bolton said he found it hard to reconcile the performance figures in relation to KPI 9a with our continuation rates.</p> <p>K Bartlett commented it would be helpful to receive a report on the outcomes of the students captured in the performance KPIs from 2021-22 in order for the Board to be assured of the measures being put in place to address the issues. K Bartlett was also interested in hearing how the Academic Committee has responded/will respond to the performance results. J Fairhurst stated that the Quality Assurance and Enhancement Committee would consider our mid-year Annual Course Evaluation Reports (containing performance data and analysis for the first term) in March. Copies of these reports as well as an Overview Course Evaluation Report would then be submitted to the Academic Committee for information. This is repeated later in the year with the Annual Evaluation and Monitoring Reports (and Overview Report).</p> <p>Returning to K Bartlett's question about the outcomes of the students reported upon at a performance level under KPIs 2021-22, J O'Mahony explained that she had already shared some data with K Bartlett and agreed to share the same with the other Board members.</p> <p>C Cook reminded the Board of the support work being provided outside of the Academic Division by staff within the Centre for Student Engagement, Wellbeing and Success (SEWS). J Fairhurst added that Course Leaders draw on the Divisional Reports submitted by our Director of SEWS to the SMT when drafting their Annual Course Evaluation Reports and Annual Monitoring and Evaluation Reports.</p> <p>V Holbrook said it was the Board's role to balance the risk of failing to meet OfS metrics against Bloomsbury Institute's strategic mission and that this might involve us considering other ways in which we could support students to enter Higher Education. C Cook stressed the importance of Bloomsbury Institute continuing to occupy the space it currently occupies from an equal access perspective. [Redacted.]</p> <p>Actions</p> <ul style="list-style-type: none"> • J O'Mahony to share with the Board (via M Jackson) the KPI information she sent to K Bartlett regarding the October 2021 intake of FY students together with additional performance data on the students from this intake who passed all Level 4 modules.
<p>9.0</p>	<p>Prevent Risk Assessment: March 2023 [Recommended by the SMT for approval]</p>

	<p>9.1 <u>Prevent Risk Assessment: March 2023 Cover Paper</u></p> <p>9.2 <u>Prevent Risk Assessment: March 2023</u></p> <p>M Jackson presented the Prevent Risk Assessment March 2023 explaining that the key amendment made was to increase the likelihood score under Awareness from 1 to 2, resulting in an increase in the overall risk rating to 10 and a change in risk classification to Medium.</p> <p>M Jackson explained that this amendment had been prompted by a request from the Board at its January 2023 meeting for her to reconsider the rating in the light of our growing international student cohort given that international students may be more vulnerable to radicalisation than UK-based students as a result of the increased likelihood of them feeling isolated or marginalised etc. M Jackson also reminded the Board that when raised previously by the Board (when we first began to attract international students), she did not feel that changes were required given the size of the cohort and also the fact that both SEWS and the (then) International Student Experience Manager had a deep understanding of the challenges facing international students and would be proactive in addressing these.</p> <p>The other amendments made were minor in nature and include amendments to job titles.</p> <p>A Pisavadi noted that there was an approval process in place for advertising material on the display screens at Bedford Square and GPS which mitigates the risk of extremist or terrorist material being displayed, but asked whether there was a potential risk of the screens being hacked. M Jackson said she did not think so, but agreed to consult the Head of IT for advice and make any adjustments that might be necessary at the June 2023 review of the Prevent Risk Assessment.</p> <p>C Cook noted the decision taken by the SMT for compulsory Prevent training to be every two years going forward rather than every year and wondered whether this was sufficient and also whether we offered any Prevent training to our students. M Jackson explained that the consensus had been in favour of changing the frequency based, in part, on sector practice. M Jackson also explained that whilst we do not offer Prevent training to students, we do provide students with access to Prevent resources on our website. She said that she had explored the concept of compulsory training for students a few years ago in the context of the development of our Harassment and Sexual Misconduct Policy and at the time it had been felt that it would not be feasible. However, this is something we will need to revisit if the OfS Consultation on Harassment and Sexual Harassment concludes that annual compulsory training for students in this area and in relation to the principles of Freedom of Speech is required.</p> <p>C Courtney reported that when the Prevent duty came into force, he had developed and introduced a Prevent-related training course for students entitled “Encourage”. He said that the teaching resources were still available should we want to relaunch it.</p> <p>The Board approved the Prevent Risk Assessment.</p> <p>Actions:</p> <ul style="list-style-type: none"> • M Jackson to consider any necessary mitigations/additional risk factors in relation to the hacking of our display screens for the “broadcast” of terrorist/extremist literature.
<p>Part 5: Annual Planning Cycle</p>	
	<p>The Board noted that there were no items for consideration.</p>
<p>Part 6: Corporate and academic governance</p>	

10.0	<p>Update on internal review of governance arrangements</p> <p>K Bartlett provided an update on the internal review of our governance arrangements explaining that he has now spoken to all the Non-Executive Directors on the proposed revisions to the sections relating to the Board of Directors and its committees (excluding the Equality, Diversity and Inclusion Committee). He said that the intention is to submit a proposal paper for discussion at either the May 2023 or July 2023 Board meeting.</p>
Part 7: Student Voice	
11.0	<p>Joint Report from the Guild Manager and Student President</p> <p>C Cook thanked A Syed and the Guild Manager for their joint report which she said she had enjoyed reading from both a content and presentation perspective.</p> <p>A Syed flagged the following key points from the report:</p> <ul style="list-style-type: none"> • M Brown has now taken over from S Fiberisima as the Guild Manager and has been instrumental in increasing student engagement in the student election process. • In the light of budget priorities and the cost-of-living crisis, the Guild will not be organising a Gala event this year. • The Film Club continues to be very active and there are also a number of new clubs starting up including a basketball club. <p>J Fairhurst asked whether the International students were engaging with Guild activities. A Syed reported that engagement was really strong for all events and activities and commented on how much the International students have grown in confidence since joining and how many new friends they have been making.</p> <p>A Burgos reported on the invaluable work D Meresanu (the Guild's Employability and Volunteering Officer) has been doing to help the students find part-time jobs, and also the support the Guild provided at enrolment in February 2023.</p>
Part 8: TDAP & Glyndŵr University	
12.0	<p>Update</p> <p>J Fairhurst said there were no updates to report.</p>
Part 9: Equality, Diversity and Inclusion	
13.0	<p>For consideration</p> <p>13.1 <u>EDI Update Reports for February 2023 SMT Cover Paper</u></p> <p>13.2 <u>EDI Update Report for February 2023 SMT</u></p> <p>13.3 <u>EDI Update Reports for March 2023 SMT Cover Paper</u></p> <p>13.4 <u>EDI Update Report for March 2023 SMT</u></p> <p>M Jackson presented the above EDI Update Reports, highlighting in particular the information on the OfS' two-wave approach to development of new APPs and feedback on the OfS' outcomes report on the APP Variations that all providers were required to submit last year.</p>

Part 10: Prevent duty	
14.0	<p>For information</p> <p>14.1 Prevent Update Report for SMT: February 2023 Cover Paper</p> <p>14.2 Prevent Update Report for SMT: February 2023</p> <p>14.3 Prevent Update Report for SMT: March 2023 Cover Paper</p> <p>14.4 Prevent Update Report for SMT: March 2023</p> <p>M Jackson presented the above Prevent Update Reports, highlighting in particular the report on Lord Shawcross' review of the Prevent duty which the government has now endorsed which expressed concerns about the mitigation of radicalisation risk at FE and HE institutions and a feeling that OfS reports that the overwhelming majority of providers are adhering to their statutory obligations may not be true.</p>
Part 11: For Approval	
15.0	<p>Ethics Policy [Recommended by the SMT for approval]</p> <p>15.1 Ethics Policy 2023-24 Summary of Changes</p> <p>15.2 Ethics Policy 2023-24</p> <p>The Board approved the Ethics Policy 2023-24.</p>
16.0	<p>Student Protection Plan [Recommended by the SMT for approval]</p> <p>16.1 Student Protection Plan Summary of Changes</p> <p>16.2 Student Protection Plan</p> <p>The Board approved the Student Protection Plan.</p>
17.0	<p>Value for Money Statement [Recommended by the SMT for approval]</p> <p>17.1 Value for Money Cover Paper</p> <p>17.2 Value for Money Statement</p> <p>The Board approved the Value for Money Statement.</p>
18.0	<p>Staff Recruitment and Development Policy</p> <p>18.1 Staff Recruitment and Development Policy Summary of Changes</p> <p>18.2 Staff Recruitment and Development Policy</p> <p>The Board approved the Staff Recruitment and Development Policy.</p> <p>It was noted that the Policy might help to inform a risk/KPI around staff wellbeing and capability.</p>

19.0	<p>Financial Reporting Proposal</p> <p>S Karim presented her financial reporting proposal (based on our move to a three intake model) explaining that the Board could request additional reports at any time should it wish to do so. The Board noted the logic of the change in reporting and approved the proposal.</p>
Part 12: For Consideration and action	
20.0	There were no items for consideration and action.
Part 13: For Discussion	
21.0	<p>Confirmed minutes from committees of the Board of Directors</p> <p><u>Academic Committee: 25 November 2022</u> Actions referred to BoD (if applicable): None</p> <p>21.1 <u>Academic Committee 25 November 2022: Summary Key Points</u> 21.2 <u>Academic Committee 25 November 2022: Minutes</u></p> <p>21.3 <u>Equality, Diversity and Inclusion Committee: 14 December 2022</u> Actions referred to BoD (if applicable): None</p> <p>The above minutes and Key Points Summary were received, and their contents noted.</p>
22.0	<p>Confirmed minutes from other forums or committees</p> <p>The following minutes are available online:</p> <p>22.1 <u>SMT: 11 January 2023</u> Actions referred to (if applicable): None</p> <p>22.2 <u>SMT: 1 February 2023</u> Actions referred to BoD (if applicable): None</p> <p>22.3 <u>Access and Participation Committee: 16 November 2022</u> Actions referred to BoD (if applicable): None</p> <p>22.4 <u>Access and Participation Committee: 11 January 2023</u> Actions referred to BoD (if applicable): None</p> <p>The above minutes were received, and their contents noted.</p>
23.0	<p>Actions referred from other forums/committees where the minutes are unconfirmed/not yet available</p> <p>23.1 <u>SMT: 1 March 2023</u> Actions referred to BoD (if applicable): None</p> <p>23.2 <u>Equality, Diversity and Inclusion Committee: 8 February 2023</u> Actions referred to BoD (if applicable): None</p> <p>23.3 <u>Access and Participation Committee: 23 February 2023</u> Actions referred to BoD (if applicable): None</p> <p>23.4 <u>Academic Committee: 25 January 2023: Summary Key Points</u></p>

	<p>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	
24.0	<p>Student Recruitment and Admissions</p> <p>The Student Recruitment and Admissions report was received by the Board.</p> <p>K Bartlett said it would be helpful to see how the data compares with previous recruitment rounds. J Fairhurst explained that this is what we are aiming to submit in future.</p>
25.0	<p>TEF Submission</p> <p>The Board received a copy of our TEF submission.</p> <p>C Cook congratulated J O'Mahony on a very engaging submission, noting that the students had produced their submission for delivery over Bloomsbury Radio. J O'Mahony took the opportunity to thank A Syed, the Guild and the Guild Manager for their support with the submission.</p> <p>J Fairhurst reported that we should receive a response to our submission in the summer, explaining that awards are based on both student outcomes and the student experience.</p>
Part 15: Any Other Business	
26.0	<p>There were no matters raised under Any Other Business.</p>
Part 16: Date/Time of Next Meeting	
27.0	<p>Date, Time and Venue of Next Meeting: Friday 26 May 2023. Time and venue to be confirmed as this meeting will follow on from a joint meeting with the Academic Committee.</p>