

## Confirmed Minutes

<b>Meeting:</b>	<b>Board of Directors' Meeting</b>
<b>Date:</b>	<b>20 January 2023</b>
<b>Time:</b>	<b>1 pm to 3 pm</b>
<b>Venue:</b>	<b>Ballroom, First Floor, Bedford Square</b>

<b>Name</b>	<b>Designation</b>
Carol Cook - <b>Chair</b>	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	Principal and Chief Executive Officer
Shabnam Karim	Chief Operating Officer and Chief Financial Officer
Abrahan Burgos	Student Representative (MBA)
Andrea David	Student Representative (Student Guild Activities Officer, LLB Law and Legal Practice)
A 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 - <b>Secretary</b>	Head of Equality, Diversity and Inclusion, and Company Secretary

\* Denotes apologies sent.

In attendance

<b>Name</b>	<b>Designation</b>
Graeme Slater	Head of Action Planning
Slawomir Grzybek	Head of Quality [For Agenda Item 9 only]

<b>No.</b>	
<b>1.0</b>	<b>Welcome and Apologies</b>  C Cook welcomed everyone to the meeting and, in particular, R Collins (Staff Representative), A Burgos and A David (Student Representatives) who were joining the meeting for the first time. A Burgos was attending in place of A Syed, the Student President, who had sent his apologies.  C Cook invited everyone to introduce themselves.
<b>2.0</b>	<b>Minutes for approval and Action Tracker/Matters Arising:</b>
	2.1 <u>Minutes from the meeting of 25 November 2022</u>  The minutes of the meeting of 25 November 2022 were approved subject to the following amendment:

	<ul style="list-style-type: none"> <li>Item 4: The Corporate Report is next due for consideration by the Board in March 2023 and not February 2023.</li> </ul> <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"> <li><b>Action 07.10.22, Item 30: Completed</b> – T Ironmonger met with the People, Talent and Culture Manager, the Head of Equality, Diversity and Inclusion, and the EDI Academic Lead, and the action arising from this meeting was for the EDI Academic Lead to meet with the Director of SEWS to discuss how inductions could potentially incorporate training around bias in the classroom.</li> <li><b>Action 25.11.22, Item 5.2: Update</b> - The next reforecast reports are now due March 2023. See Agenda Item 5.</li> <li><b>Action 25.11.22, Item 16a: Completed.</b> M Jackson shared with J Fairhurst minor amendments (not for discussion) to the Corporate and Academic Governance Framework.</li> <li><b>Action 25.11.22, Item 16b: Completed.</b> The amended Corporate and Academic Governance Framework is being presented to the Board at its January 2023 meeting to evidence the changes made. See Agenda Item 22.</li> <li><b>Action 25.11.22, Item 16c: Completed.</b> The changes to the Articles of Association were approved at a meeting of the shareholders on 13 December 2022.</li> <li><b>Action 25.11.22, Item 16d: Completed.</b> The amended Articles of Association were filed with Companies House on 29 December 2022.</li> <li><b>Action 25.11.22, Item 17: Completed.</b> The Risk Appetite Statement has been amended and is being presented to the Board at its January 2023 meeting to evidence changes made. See Agenda Item 23.</li> <li><b>Action 25.11.22, Item 19: Completed.</b> The completed Prevent Annual Data Return and accompanying statement is being presented to the Board at its January 2023 meeting for information. See Agenda Item 25.</li> <li><b>Action 25.11.22, Item 20a: Completed.</b> The OfS Conditions of Registration Compliance document has been amended so as to cross reference where specific risks (e.g. OfS Condition B3) are being monitored. The amended document is being presented to the January 2023 meeting of the Board to evidence the changes made. See Agenda Item 24.</li> <li><b>Action 25.11.22, Item 20b: Update</b> – It was agreed that the date for this action (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) should read “TBC” at this stage.</li> </ul> <p>There were no matters arising raised by the Board other than confirmation (supplied) that the shareholder’s resolution in respect of the Articles of Association had been filed with Companies House. The Articles and confirmation of entrenchment have also been filed with Companies House.</p> <p>2.3 <u>Minutes from the Joint Meeting of the Academic Committee and Board of Directors 25 November 2022</u></p> <p>C Cook reminded the Board that it was required to approve only Part 4 of the minutes, namely the joint part of the meeting held with the Academic Committee in November 2022.</p> <p>The Board <b>approved</b> Part 4 of the minutes without amendment.</p>
<p><b>3.0</b></p>	<p><b>Chair’s Actions</b></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>

<b>Part 1: Operational Reporting</b>	
<b>4.0</b>	<p><b>Corporate Report (for information)</b></p> <p>C Cook reminded the Board that the Corporate Report would not be due for consideration until the March 2023 Board meeting.</p>
<b>Part 2: Financial</b>	
<b>5.0</b>	<p><b>Financial Reports (for consideration)</b></p> <p>C Cook noted that there were no reports for consideration at the January 2023 Board meeting given that tuition fee income from the February 2023 intake was still being processed. The next financial reports will be presented in March 2023 once the February intake data is confirmed.</p>
<b>Part 3: Office for Students</b>	
<b>6.0</b>	<p><b>OfS Condition A1 Action Plan</b></p> <p>6.1 <u>OfS Condition A1 Action Plan – December 2022 Update Cover Paper</u></p> <p>6.2 <u>OfS Condition A1 Action Plan – December 2022 Update Report</u></p> <p>M Jackson presented the OfS Condition A1 Action Plan Update Report and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• We are compliant with the Financial Support Strategic Measures and Other Strategic Measures and Commitments, and are assumed to be compliant with Strategic Measures 2, 3, 4, and 6.</li> <li>• Progress has now been reported by SEER in relation to evaluation activities, with some updates to be provided to the Action Plan by relevant action leads.</li> <li>• As for Strategic Measures 1 and 5, the Access and Participation Committee has agreed that the remaining actions supporting both measures are not feasible and should no longer be pursued.</li> </ul> <p>J Fairhurst reminded the Board that the focus is on compliance with the Strategic Measures and not individual actions. Consequently, if an action is not completed, or if it is decided no longer appropriate to continue with, this would not be viewed as non-compliance.</p> <p>Given the status of Strategic Measures 1 and 5, the Board agreed that commentary on the latter should be removed from future reports.</p> <p>C Cook recommended considering the terminology we use in relation to gaps, suggesting that “differential gaps” might be a more appropriate term. M Jackson reported that “attainment gaps” has become an issue in the sector with a number of providers choosing to refer to “awarding gaps” in recognition of the barriers facing underrepresented and disadvantaged students. M Jackson added that whilst the OfS are moving away from the central concept of gaps, guidance from them on the new approach to Access and Participation Plans will not be available until the Spring of this year. T Bolton recommended that we adopt the same terminology as that adopted by the OfS. The Board agreed.</p> <p><b>Actions:</b></p>

- **M Jackson to remove Strategic Measures 1 and 5 from future update reports on the OfS Condition A1 Action Plan.**

#### Part 4: Risk Monitoring

##### 7.0 Corporate Risk Register: January 2023

[recommended by the SMT for approval]

G Slater presented the Corporate Risk Register January 2023, explaining that it had been approved by the Senior Management Team the previous week subject to some amendments and textual updates; the Senior Management Team did not meet in December 2022. Some of the updates relate to work being undertaken by SEWS to help students with the cost-of-living crisis.

T Bolton reported that the Audit Committee had not had an opportunity to discuss the Corporate Risk Register as the document had not been available in time for its meeting on 12 January 2023. However, members of the Audit Committee had shared some comments with G Slater via email. The two key comments were in relation to Risks 2 and 3. T Bolton reported that the Audit Committee had felt that the Impact Score for Risk 2 (Breaches of UKVI policies and procedures) should be increased from 4 to 5 given the predominance of international applicants and students requiring a visa. The Board agreed. As for Risk 3 (Failure to recruit to target for domestic students), the Audit Committee felt that more regular monitoring was required. The Board agreed as did G Slater who acknowledged that under the new Risk Management Framework this area would require more attention.

In the circumstances, the Corporate Risk Register was **approved** subject to the above amendments. In addition, the Board noted that this version of the Register (as amended by the Board) should return to the March 2023 meetings of the Audit Committee and Board of Directors.

##### Actions:

- **G Slater to make the following amendments to the Corporate Risk Register (with the amended version to be considered at the March 2023 Audit Committee and Board of Directors' meetings):**
  - **To increase the Impact Score for Risk 2 from 4 to 5.**
  - **To amend Risk 3 to ensure regular monitoring.**

##### 8.0 Prevent Risk Assessment: January 2023

[Recommended by the SMT for approval]

M Jackson presented the Prevent Risk Assessment January 2023 and explained that no amendments had been made to the risk rating. The amendments made were largely updates on policy reviews and changes to job titles.

Whilst she was happy to approve the Prevent Risk Assessment, C Cook suggested that M Jackson reconsider the risk of radicalisation for our international students given that they are more vulnerable as a result of possible feelings of isolation. M Jackson acknowledged this potential risk and explained that when this had been raised previously, she had felt confident about the mitigations in place, namely the support that SEWS provides however, M Jackson said she would consider the possibility of a higher risk in this area.

The Board **approved** the Prevent Risk Assessment.

##### Actions:

	<ul style="list-style-type: none"> <li>• <b>M Jackson to give consideration within the Prevent Risk Assessment to the increased risk of international students being radicalised given their greater vulnerability to feelings of isolation and marginalisation.</b></li> </ul>
<p><b>Part 5: Annual Planning Cycle</b></p>	
	<p>The Board noted that there were no items for consideration.</p>
<p><b>Part 6: Corporate and academic governance</b></p>	
<p><b>9.0</b></p>	<p><b>Annual Quality Report 2021-22</b></p> <p>[S Grzybek (Head of Quality) joined the meeting at this point to present the Annual Quality Report 2021-22.]</p> <p>C Cook reminded the Board that the report had been due for consideration at the November 2022 joint meeting of the Academic Committee and Board of Directors, but had been deferred until January as the Non-Executive Directors had felt that the report would benefit from the inclusion of some additional information. S Grzybek noted C Cook’s comments, and he explained that the report’s remit is set out in our Corporate Academic Governance Framework (CAGF).</p> <p>S Grzybek thanked K Bartlett for the time and extremely useful insights he had given him on the Annual Quality Report after the November 2022 joint meeting. S Grzybek said that Bloomsbury Institute had continued to operate according to its Articles of Association, and Corporate and Academic Governance Framework in 2021-22. In terms of our policy reviews, S Grzybek confirmed that whilst there were a couple of policies that were not reviewed in 2021-22, this had had no impact. As for our Annual Planning Cycle, S Grzybek confirmed that all elements of the cycle had been completed.</p> <p>S Grzybek explained that upon advice from K Bartlett, he has now provided some additional text in relation to section 3 on Academic KPIs and added that, once available, the Overview Annual Monitoring and Evaluation Report 2021-22 would provide the Board with a clear understanding of performance and any actions taken or to be taken. In the meantime, S Grzybek explained that section 2.2 of the report includes links to some of the other important sources of contextual information currently available e.g. Module Monitoring Reports, Annual Course Evaluation Reports and Annual Monitoring and Evaluation Reports.</p> <p>Before inviting comments from the Board, C Cook asked G Slater what our Risk Appetite is on assurances of academic standards. G Slater said that the Board had agreed to a zero-tolerance approach in relation to regulation but a moderate appetite for risk in relation to learning and the student experience.</p> <p>K Bartlett said that S Grzybek had done an excellent job in pulling the Annual Quality Report together and echoed S Grzybek’s earlier statement about the format of the report being set out by the CAGF. [Redacted.] K Bartlett added that many providers set KPIs based on their 5-year strategies and that whilst they might make tweaks each year, the KPIs are generally fixed for the 5-year period.</p> <p>The Board accepted the Annual Quality Report as confirmation of academic governance arrangements within the context of intelligence provided in the suite of documents made available to it within the report.</p> <p>[S Grzybek left the meeting at this point.]</p> <p><b>Actions</b></p> <ul style="list-style-type: none"> <li>• <b>M Jackson to review the remit of the Annual Quality Report as part of the final phase of the internal review of our governance arrangements.</b></li> </ul>

<b>Part 7: Student Voice</b>	
<b>10.0</b>	<p><b>Joint Report from the Guild Manager and Student President</b></p> <p>C Cook welcomed the Joint Report from the Guild Manager and Student President, commenting on how vibrant and informative it was. The Board fully endorsed C Cook's comments.</p>
<b>Part 8: TDAP &amp; Glyndŵr University</b>	
<b>11.0</b>	<p><b>Update</b></p> <p>J Fairhurst confirmed that there were no updates on our TDAP application.</p> <p>J Fairhurst reported that he was currently in discussion with Glyndŵr University on some elements of their Academic Regulations.</p> <p>J Fairhurst added that we will be developing two new programmes - an MSc Accounting and Finance and an MSc Finance and Wealth Management. Both programmes will be designed primarily for the international market, but could also be attractive to the home market, the former to include additional CIMA exemptions.</p>
<b>Part 9: Equality, Diversity and Inclusion</b>	
<b>12.0</b>	<p><b>For consideration</b></p> <p>12.1 <u>EDI Update Reports for January 2023 SMT Cover Paper</u></p> <p>12.2 <u>EDI Update Report: January 2023</u></p> <p>M Jackson highlighted the commentary on the reform of UCAS personal statements and the recent decision taken by UCAS to no longer include such statements in their application form, and explained that we do not include personal statements in our application forms for direct entrants. C Cook said it was interesting to understand the rationale behind the UCAS decision. M Jackson agreed, noting the very real barrier that the personal statement created.</p>
<b>Part 10: Prevent duty</b>	
<b>13.0</b>	<p><b>For information</b></p> <p>13.1 <u>Prevent Update Report for SMT: January 2023 Cover Paper</u></p> <p>13.2 <u>Prevent Update Report for SMT: January 2023</u></p> <p>M Jackson presented the January 2023 update report and highlighted the update provided on the Freedom of Speech Bill and the likelihood of the introduction of a new OfS condition of registration relating to free speech and academic freedom.</p>
<b>Part 11: For Approval</b>	
<b>14.0</b>	<p><b>14.1 KPIs 2022-23</b></p> <p>G Slater presented the KPIs 2022-23, reminding the Board that the non-academic KPIs had been approved at the November 2022 Board meeting, but that amendments to the academic KPIs had been recommended. He explained that these amendments had now been made.</p>

	<p>G Slater reported that he would be leading on a review of our Annual Planning Cycle at the end of February 2023 and that this would provide an opportunity for us to review what we are monitoring and when.</p> <p>The Board <b>approved</b> the KPIs 2022-23 and thanked G Slater for the more focused nature of the document.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>G Slater to consider adopting a new approach to KPIs that would involve aligning them more with our Strategic Framework and having a longer “shelf-life”.</b></li> </ul>
	<p><b>14.2 Equality, Diversity and Inclusion Policy</b></p> <p>14.2.1 <u>Equality, Diversity and Inclusion Policy Summary of Changes</u></p> <p>14.2.2 <u>Equality, Diversity and Inclusion Policy</u></p> <p>M Jackson presented the amended Equality, Diversity and Inclusion Policy, explaining that whilst a number of major amendments had been made, the latter reflect changes made at an institutional level as part of the review of our governance arrangements.</p> <p>The Board <b>approved</b> the Equality, Diversity and Inclusion Policy.</p>
<p><b>Part 12: For Consideration and action</b></p>	
<b>15.0</b>	<p><b>Equality, Diversity and Inclusion Annual Report 2021-22</b></p> <p>15.1 <u>Equality, Diversity and Inclusion Annual Report 2021-22 Cover Paper</u></p> <p>15.2 <u>Equality, Diversity and Inclusion Annual Report 2021-22</u></p> <p>C Cook thanked M Jackson for the report, noting how fully embedded equality, diversity and inclusion are at Bloomsbury Institute. Whilst also recognising cross institutional efforts, C Cook said it was important to recognise M Jackson’s focus and commitment to equality, diversity and inclusion.</p>
<p><b>Part 13: For Discussion</b></p>	
<b>16.0</b>	<p><b>Sustainability and the Environment</b></p> <p>16.1 <u>Sustainability and the Environment Cover Paper</u></p> <p>16.2 <u>Sustainability and the Environment</u></p> <p>M Jackson presented the report on Sustainability and the Environment explaining that it provides a set of questions for the Board to consider as well as some contextual information on sustainability and the environment to help inform the Board’s discussion.</p> <p>M Fellowes welcomed the report and recommended that we involve our students in the development of any initiatives in this area. A David endorsed this suggestion, commenting on the real interest sustainability has for the student body.</p> <p>C Cook thanked M Jackson for her report and recommended that the Strategic Leadership Team develop a position paper for the Board’s approval at its July 2023 meeting. The Board agreed.</p> <p><b>Actions:</b></p>

	<ul style="list-style-type: none"> <li>• <b>M Jackson to ask the Strategic Leadership Team for a position paper on Sustainability and the Environment for approval at the July 2023 Board meeting.</b></li> </ul>
<b>17.0</b>	<p><b>Confirmed minutes from committees of the Board of Directors</b></p> <p>17.1 <u>Academic Committee: 28 September 2022</u> Actions referred to BoD (if applicable): None</p> <p>17.2 <u>Equality, Diversity and Inclusion Committee: 15 July 2022</u> Actions referred to BoD (if applicable): None</p> <p>The above minutes were received, and their contents noted.</p> <p>K Bartlett asked for an update on the action from the September 2022 Academic Committee under Agenda Item 7 regarding continuation rates for September 2021 and January 2022 cohorts.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>M Jackson to provide the Board with an update on the action detailed in the September 2022 Academic Committee meeting under Item 7 regarding continuation rates for September 2021 and January 2022 cohorts.</b></li> </ul>
<b>18.0</b>	<p><b>Confirmed minutes from other forums or committees</b></p> <p>The following minutes are available online.</p> <p>18.1 <u>SMLT: 2 November 2022</u> Actions referred to (if applicable): None</p> <p>18.2 <u>Access and Participation Committee: 16 September 2022</u> Actions referred to BoD (if applicable): None</p> <p>18.3 <u>Health and Safety Committee: 21 June 2022</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>
<b>19.0</b>	<p><b>Actions referred from other forums/committees where the minutes are unconfirmed/not yet available</b></p> <p>19.1 <u>SMT: 11 January 2023</u> Actions referred to BoD (if applicable): None</p> <p>19.2 <u>Equality, Diversity and Inclusion Committee: 14 December 2022</u> Actions referred to BoD (if applicable): None</p> <p>19.3 <u>Access and Participation Committee: 16 November 2022</u> Actions referred to BoD (if applicable): None</p> <p>19.4 <u>Health and Safety Committee: 23 November 2022</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>



<b>Part 14: For Information</b>	
<b>20.0</b>	<p><b>Student Recruitment and Admissions</b></p> <p>J Fairhurst circulated an update to the report that had been shared with the Board and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• For the February 2023 intake, we have received 245 domestic applications with a target of 100 enrolled students, and 3,800 international applications with a target of 400 enrolled students. We are on target for both cohorts.</li> <li>• The aim is to have issued all the CASs by 23 January 2023.</li> <li>• The majority of students will be postgraduate students.</li> </ul> <p>J Fairhurst also reported on the following:</p> <ul style="list-style-type: none"> <li>• We engaged an external firm to head hunt for a new Head of Marketing, Communications and Domestic Recruitment and have appointed to the post. One of the priorities for the new Head will be developing a new domestic recruitment strategy.</li> <li>• Today is the deadline for the advertised compliance posts (Head of Compliance and two Compliance Officers). We are also recruiting more staff for our India Office to support direct applicants and our student recruitment agents.</li> <li>• We are attending three ICEF Agent Conferences over the next two months with a view to appointing student recruitment agents in countries where we have no presence.</li> <li>• We have started to attract students from some new areas e.g. Thailand and Myanmar.</li> <li>• We now have an automated interview system for applicants from the Indian Subcontinent through CAS Shield.</li> </ul>
<b>21.0</b>	<p><b>Articles of Association</b></p> <p>The Articles of Association were received, and the amendments made noted.</p>
<b>22.0</b>	<p><b>Corporate and Academic Governance Framework</b></p> <p>The Corporate and Academic Governance Framework was received, and the amendments made noted.</p>
<b>23.0</b>	<p><b>Bloomsbury Institute Risk Appetite Statement</b></p> <p>The Bloomsbury Institute Risk Appetite Statement was received, and the amendments made noted.</p>
<b>24.0</b>	<p><b>OfS Conditions of Registration</b></p> <p>24.1 <u>OfS Conditions of Registration Compliance Document</u></p> <p>The OfS Conditions of Registration Compliance Document was received, and the amendments made noted.</p> <p>J Fairhurst said that the Board would consider OfS Condition B3 under Reserved Items.</p>
<b>25.0</b>	<p><b>Prevent Annual Data Return and Accountability Statement</b></p> <p>25.1 <u>Prevent Accountability Statement</u></p> <p>25.2 <u>Prevent Annual Data Return</u></p>

	The Prevent Accountability Statement and Annual Data Return were received to evidence the submission made to the OfS based on the Prevent Annual Report 2021-22 approved by the Board at its November 2022 meeting.
<b>Part 15: Any Other Business</b>	
<b>26.0</b>	There were no matters raised under Any Other Business.
<b>Part 16: Date/Time of Next Meeting</b>	
<b>27.0</b>	<b>Date, Time and Venue of Next Meeting:</b> Friday 17 March 2023, 1 pm to 3 pm. Venue to be confirmed.