

## Confirmed Minutes

<b>Meeting:</b>	<b>Board of Directors' Meeting</b>
<b>Date:</b>	<b>25 September 2023</b>
<b>Time:</b>	<b>1 pm – 3 pm</b>
<b>Venue:</b>	<b>Room EUS 101, 273 Euston Road</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
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
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 - <b>Secretary</b>	Head of Governance and Company Secretary

In attendance for the duration of the meeting:

<b>Name</b>	<b>Designation</b>
Sunmi Ayorinde	Deputy Chief Operating Officer
Cal Courtney	Deputy Chief Executive Officer
Joan O'Mahony	Deputy Principal

<b>PRELIMINARY ITEMS</b>	
<b>1.0</b>	<p><b>Welcome and Apologies</b></p> <p>C Cook welcomed everyone to the meeting, noting that apologies had been received from T Ironmonger (currently on an international recruitment mission in Latin America) and A Syed.</p> <p><b>Conflicts of interest</b></p> <p>V Holbrook declared a conflict of interest with an entry within the Governance Update Report as it relates to Advance HE's Governance Conference 2023 at which she will be chairing a workshop entitled "People: Navigating board dynamics – Lessons from other sectors."</p>
	<p><b>The meeting began with a presentation by Emily Warwick (SEER) on Theory of Change followed by a short Q&amp;A session.</b></p>
<b>2.0</b>	<p><b>Minutes for approval and Action Tracker/Matters Arising:</b></p>

	<p>2.1 <u>Minutes from the meeting of 21 July 2023</u></p> <p>The minutes of the meeting of 21 September 2023 were approved.</p> <p>2.2 <u>Action Tracker and Matters Arising</u></p> <p>C Cook highlighted the following from the Action Tracker where updates were due:</p> <p>20 January 2023</p> <ul style="list-style-type: none"> <li>• <b>Action Item 9: Completed.</b> The Annual Quality Report will be replaced by the Academic Assurance Reports.</li> </ul> <p>17 March 2023</p> <ul style="list-style-type: none"> <li>• <b>Action Item 7.2: Completed.</b> The Corporate Risk Register Commentary paper for September 2023 explains the decision reached on staff wellbeing and staff capability.</li> </ul> <p>21 July 2023</p> <ul style="list-style-type: none"> <li>• <b>Action Item 7.4: Completed.</b></li> <li>• <b>Action Item 16a: Completed.</b> Agreed amendments to the academic governance sections of the CAGF were made and shared with the Academic Committee for ratification.</li> <li>• <b>Action Item 16b: Completed.</b> Minor amendments (not for discussion) to the CAGF were shared with K Bartlett.</li> <li>• <b>Action 16c: Completed.</b> C Cook took Chair's Action to approve the finalised CAGF.</li> <li>• <b>Action 16d: Completed.</b> The new agenda template was adopted for the September 2023 Board meeting.</li> </ul> <p>There were no Matters Arising.</p>
<b>3.0</b>	<p><b>Chair's Actions</b></p> <p>3.1 <u>Corporate and Academic Governance Framework</u></p> <p>C Cook explained that she had taken Chair's Action (as had been agreed at the July 2023 Board meeting) to approve the final amendments to the Corporate and Academic Governance Framework.</p>
<b>STRATEGIC BUSINESS</b>	
<b>4.0</b>	<p><b>Principal's Report</b> (For information)</p> <p>J Fairhurst presented his Principal's Report which prompted a discussion on the recently-published OfS Quality Assessment Reports, and the future of foundation years.</p> <p>The Board thanked J Fairhurst for an extremely informative report.</p>
<b>ACADEMIC QUALITY AND THE STUDENT EXPERIENCE</b>	

5.0	<p><b>Student Guild Report</b></p> <p>A Burgos reported on the following:</p> <ul style="list-style-type: none"> <li>• The Student Guild's revised budget for 2023-24 and the decision to defer investment in enhancements to the Guild's website.</li> <li>• Amendments being made to the Guild's Constitution and related documents as well as the development of additional policy documents and a Student Guild Code of Conduct.</li> <li>• The Guild's contribution to July 2023 enrolment activities.</li> </ul> <p>M Fellowes asked whether the Guild was noticing any changes or trends in student issues. A Burgos explained that both financial and housing issues were the main areas of concern being raised. R Collins added that students are raising the same concerns with staff in SEWS. She said some students are struggling to manage their finances in the face of high levels of rent and that many are having to work part-time to support themselves. In addition, R Collins reported that SEWS have dealt with around 10 cases of threatened homelessness over the last year. C Courtney added that the Law Clinic has been able to provide the students with a lot of advice and support in this area. Both C Cook and V Holbrook commented on the invaluable resource Bloomsbury Institute has in the form of its Law Clinic. J Fairhurst added that through OfS funding we have now been able to purchase a vehicle (which we have customised and branded) to offer a mobile Advice Clinic, and we are currently engaged in an outreach project in Brixton.</p>
6.0	<p><b>Academic Assurance Report</b></p> <p>J O'Mahony presented the first iteration of the Academic Assurance Report and explained that the content of successive reports will be dictated by the availability of intelligence at the time. Consequently, for the September 2023 report, the focus is on academic performance, the TEF, and the 2023 NSS results. J O'Mahony added that more detailed performance information is in her Academic Performance Report which has been submitted to the Board for consideration under Reserved Items. However, going forward, she proposed that this level of detail be included within the Academic Assurance Report. The Board agreed to discuss this proposal under Reserved Items.</p> <p>J Fairhurst added that given our dependence on the availability of intelligence, the Board would only be in a position to decide whether it was assured of academic quality and standards at year end. The Board agreed with this proposed approach.</p> <p>K Bartlett reported that J O'Mahony is currently developing a cycle of intelligence to be included within each Academic Assurance Report.</p> <p>R Collins questioned the value of information from the NSS report on wellbeing services given that the focus is on awareness of support options rather than the quality of service.</p> <p>V Holbrook asked whether the Board was being asked to approve the Academic Assurance Report. C Cook explained that this was an issue that she had raised with K Bartlett in the context of the review of our Corporate and Academic Governance Framework and K Bartlett had advised her that the Board is not approving the content of the report but rather approving the assurance the report is providing.</p>
7.0	<p><b>Academic Committee Report</b></p> <p>It was noted that there was a factual error within the report as it had been produced prior to finalisation of the minutes from the last Academic Committee meeting. This prompted a discussion on the submission of documents with K Bartlett recommending that papers are not submitted if they are not ready for circulation, and that papers are not circulated if they are submitted late to the Secretary.</p>

8.0	<p><b>Student Recruitment and Admissions Update</b></p> <p>J Fairhurst provided the Board with a verbal update on student recruitment and admissions and explained that given timings, we will be considering whether to enrol domestic applicants who have met all conditions and are simply awaiting SLC approval.</p> <p>V Holbrook asked how current recruitment figures compared with this time last year. J Fairhurst explained that a like for like comparison is not possible as last year we had been recruiting for the Foundation Year whereas we are now teaching out this particular programme. However, if we focus simply on recruitment to our 3-year and 2-year programmes, J Fairhurst reported that numbers are up on the previous year.</p> <p>C Courtney stressed the importance of us moving away from a student recruitment agent model to one that focuses on direct entrants, and highlighted the valuable work being undertaken by our Head of Marketing, Communications and UK Student Recruitment and her team.</p> <p>In terms of international student recruitment, J Fairhurst reported that we have received 1,635 applications for October 2023 and over 32% of these are direct applicants.</p> <p><b>Actions</b></p> <ul style="list-style-type: none"> <li>• <b>J Fairhurst, S Karim and C Courtney to have an internal discussion on whether we enrol domestic applicants pending SLC financial approval.</b></li> </ul>
<b>AUDIT AND RISK</b>	
9.0	<p><b>Corporate Risk Register – September 2023 Review</b></p> <p>S Karim presented the Corporate Risk Register Review for September 2023 and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• The format of the commentary paper has been changed for ease of reference for relevant receiving committees.</li> <li>• All risks bar two (Risks 5 and 10) were due for review.</li> <li>• <b>[Redacted]</b></li> <li>• Risk 4 is being de-escalated to the Academic Divisional Risk Register as since June 2022 no issues have been raised by lecturers to warrant this risk continuing to feature on the Corporate Risk Register. Divisional/Departmental Risk Registers are due to be rolled out in October 2023.</li> </ul> <p>S Karim also reported on the decision taken by the Risk Management Working Group to monitor staff wellbeing and staff capability through local risk registers, the intention being that both would be captured within the People, Talent and Culture Manager's Risk Register and those of each individual Head of Department/Division. C Cook asked V Holbrook whether she was happy with this approach given that V Holbrook had been the one to recommend that Bloomsbury Institute focus on staff wellbeing and staff capability. V Holbrook said she felt that the proposed approach was sufficient for the time being.</p> <p>C Cook questioned whether there was a need to retain Risk 5 (Inflationary pressures and increased utility costs have an adverse financial impact at Institute-level). <b>[Redacted.]</b> S Karim <b>[Redacted]</b> said she would probably recommend a de-escalation of Risk 5 to Finance's local risk register at the next review date.</p> <p><b>[Redacted]</b></p> <p>The Board <b>approved</b> the Corporate Risk Register. <b>[Redacted]</b></p> <p><b>Actions:</b></p>

	<ul style="list-style-type: none"> <li><b>S Karim to consider de-escalating Risk 5 (Inflationary pressures and increased utility costs have an adverse financial impact at Institute-level) at the next review of the CRR. [Redacted.]</b></li> </ul>
10.0	<p><b>KPIs 2022-23 September 2023 Review</b></p> <p>S Karim presented the September 2023 review of the KPIs 2022-23 and explained that this would be the last such review given that our new KPIs apply with effect from 1 September 2023.</p> <p>S Karim highlighted the following key points:</p> <ul style="list-style-type: none"> <li>The Institutional and Non-Academic KPIs which have been updated are KPIs 2, 3, 5c, 6b, 6c, 6d, 8.</li> </ul> <p><b>[Redacted.]</b></p>
11.0	<p><b>KPIs from 1 September 2023 September 2023 Review</b></p> <p>S Karim presented the KPIs from 1 September 2023, highlighting the following key points:</p> <ul style="list-style-type: none"> <li>At the first review period, 9 KPIs were due for review (3 relating to UKVI metrics and 6 to OfS Condition B3 metrics).</li> <li><b>[Redacted.]</b></li> <li>Additional text has been added to KPI 9 for clarification purposes. The text has been highlighted in red to indicate the changes made since the KPI document was approved by the Board.</li> <li>The Audit and Risk Committee had queried a disparity in the figures quoted in KPIs 7 and 8 for the number of CAS issued. The Head of Compliance has since confirmed that it should read “185”.</li> <li>Some additional text has been added to KPI 9 and highlighted in red to evidence that this has been added since the template document was approved by the Board.</li> <li>The Academic KPIs are based on OfS methodology.</li> <li><b>[Redacted]</b></li> </ul> <p>S Karim explained that she had asked the Audit and Risk Committee whether the Committee and the Board would like to receive both the full KPIs report and the abridged version (i.e. the report showing only those KPIs for which updates are due) at each meeting, and that the Audit and Risk Committee had recommended that the Board be asked to advise upon this matter.</p> <p>C Cook said that she would be happy to receive only the abridged report given that the Board understands the process for review and has the ability to ask to see the full report at any stage.</p> <p>V Holbrook said that she found the abridged report very user-friendly and agreed that only the abridged version should be submitted routinely to the Audit and Risk Committee and the Board of Directors. However, she recommended that both the Audit and Risk Committee and the Board of Directors (a) receive the full report at one agreed point within the academic year and (b) be able to request access to the report at any other point. The Board agreed with V Holbrook’s recommendations.</p> <p>T Bolton thanked S Karim and J O’Mahony for their work on the KPIs and welcomed what he considered to be a significant improvement in the quality of information being provided.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li><b>S Karim to submit routinely only the abridged KPIs from 1 September 2023 report (i.e. the report showing only those KPIs for which updates are due) to the Audit and Risk Committee and the Board of Directors, and to submit the full report at one agreed point each year whilst also making the full report available at any other time upon request.</b></li> </ul>

FINANCIAL AND CORPORATE	
12.0	There were no reports for consideration.
NOMINATIONS AND GOVERNANCE	
13.0	<p><b>Document/Policy Review Proposal</b></p> <p>K Bartlett said that he and M Jackson had reviewed the documents and policies that normally go to the Board for approval and were presenting the Board with a recommended list for approval going forward. K Bartlett added that the focus had been very much on prioritising documents for consideration.</p> <p>C Cook made the following points:</p> <ul style="list-style-type: none"> <li>• Of key importance is the need for the Board to know that all relevant policies (a) exist (possibly through the introduction of a matrix document) and (b) are effective.</li> <li>• Certain strategic documents will need to go to the Board for approval, but others can go to management (be it SLT or SMT) for approval.</li> <li>• The approving committee should involve the experts in the areas being considered.</li> <li>• There are a number of policies that overlap (e.g. Harassment and Sexual Misconduct, and the Staff Relationships Policy; Data Protection Policy and Confidentiality Policy). Consideration should be given to merging policy documents where possible.</li> </ul> <p>V Holbrook agreed on the need to prioritise policies requiring Board approval, adding that some policies should only be going to the Board for information. V Holbrook recommended that M Jackson use the Advance HE Governance Network to find out from other HE providers their approach to documents that require governing body approval, noting that the practice is likely to vary significantly.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>M Jackson to share with the Advance HE Governance Network a list of the policies and documents we currently require the Board to approve to elicit feedback on sector practice in this area.</b></li> </ul>
14.0	<p><b>Governance Updates</b></p> <p>M Jackson presented her Governance Update report explaining that the areas she had intended covering had been included within the Principal's Report. As a result, she said she had focused on issues relating to governing bodies only. She therefore welcomed feedback on the approach she had taken.</p> <p>K Bartlett recommended that J Fairhurst and M Jackson agree on the remit of their respective reports to the Board.</p> <p>C Cook said that she had found the article on Dynamics in the Boardroom very interesting.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>J Fairhurst and M Jackson to agree on the remit of their respective reports to the Board (namely the Principal's Report and Governance Updates Report).</b></li> </ul>
COMPLIANCE AND REGULATION	

15.0	<p><b>Equality, Diversity and Inclusion Committee Report: September 2023</b></p> <p>M Jackson presented the Equality, Diversity and Inclusion Committee Report, explaining that it summarised key points from the August 2023 EDIC meeting where the focus had been on the re-approval of our Mental Health and Wellbeing Policy and our Student Guide to Mental Health and Wellbeing, the recommended approval of a new Staff Disability Policy, and completion of a Mental Health Checklist to help inform a discussion within the SMT on our institutional response to the letter Lord Haflon sent to all HE providers earlier in the year urging the "strongest possible commitment" to the mental health of their students.</p> <p>M Jackson explained that she had also presented a report (due for consideration also within SMT and the Academic Committee) on Bloomsbury Institute's 2023 NSS results from a protected characteristics perspective.</p> <p>M Fellowes said that she had found the NSS report interesting and said that even though the number of respondents with a disability had been relatively small (c 10 students), it would still be useful to drill down into the results to understand more about the experiences of this particular group of students. M Jackson agreed, explaining that she would be undertaking further analysis.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>M Jackson to drill down into the NSS results for students with a disability to enhance our understanding of the student experience for this particular cohort.</b></li> </ul>
<b>POLICY AND DOCUMENT APPROVAL</b>	
16.0	<p><b>Sustainability and the Environment Position Paper</b></p> <p>C Courtney presented the Sustainability and the Environment Position Paper, explaining that it has been recommended by the SLT for Board approval.</p> <p>C Courtney explained that the paper includes some areas for consideration and these are areas that he plans to explore when developing our next Strategic Framework.</p> <p>V Holbrook thanked C Courtney for the paper saying that she really liked the approach taken and the paper's content. V Holbrook added that she would very much welcome having a further conversation on this topic, and suggested that the Board have a Strategy Away Day covering this and other key areas. The Board agreed and C Cook recommended that an external facilitator be invited to lead discussions at the Away Day. V Holbrook, K Bartlett and C Courtney said that they had contacts that they could recommend for the role of facilitator. It was agreed that C Cook and J Fairhurst would arrange the Away Day.</p> <p>C Cook said that she would also like to see Bloomsbury Institute's students being invited to share their thoughts on sustainability and the environment.</p> <p>C Courtney took the opportunity to report that Bloomsbury Institute has become the first independent HE provider to become a signatory to a UN-sponsored initiative entitled the "Principles for Responsible Management Education (PRME)" which aims to raise the profile of sustainability in the classroom. C Courtney explained that initially our application had been rejected because we did not have Taught Degree Awarding Powers. However, at the last Annual General Meeting the Secretary changed the rules in place for prospective signatories.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>C Cook and J Fairhurst to arrange a facilitated Away Day for the Board to cover such areas as the Strategic Framework, Sustainability, Student Recruitment (both domestic and international).</b></li> </ul>



17.0	<p><b>Appraisal Schemes</b></p> <p><u>Executive Directors' Appraisal Scheme</u></p> <p><u>Non-Executive Directors' Appraisal Scheme</u></p> <p><u>Company Secretary Appraisal Scheme</u></p> <p>C Cook thanked M Jackson for reviewing the appraisal forms for the Executive Directors, Non-Executive Directors and Company Secretary and recommended that the Board approve them for completion by end-November 2023. C Cook added that M Jackson would shortly be circulating details of who would be acting as appraiser to who. However, for next year, C Cook asked that the Nominations and Governance Committee review our approach to assessment of performance/appraisals. C Cook also asked that going forward the appraisal scheme and associated documentation be reviewed every 3 years rather than every year.</p> <p>The Board <b>approved</b> the appraisal forms and <b>agreed</b> to the recommendations made by C Cook.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>The Nominations and Governance Committee to review the appraisal scheme for the Executive Directors, Non-Executive Directors and Company Secretary for use in 2024.</b></li> </ul>
<b>OTHER BUSINESS</b>	
18.0	There were no items of Other Business.
<b>DATE/TIME OF NEXT MEETING</b>	
19.0	<p>Date: 24 November 2023. This will follow a joint meeting with the Academic Committee.</p> <p>The day will start with a meeting of the Academic Committee (12 pm) followed by the joint meeting of the Academic Committee and Board of Directors, and then meetings of the Board of Directors (first the Open Meeting and then Reserved Items). Exact timings and venue to be confirmed.</p>