

## Confirmed Minutes

<b>Meeting:</b>	<b>Board of Directors' Meeting</b>
<b>Date:</b>	<b>14 March 2022</b>
<b>Time:</b>	<b>3.00 pm – 5.00 pm</b>
<b>Venue:</b>	<b>Ballroom, Bedford Square</b>

Name	Designation
Carol Cook - <b>Chair</b>	Non-Executive Director
Keith Bartlett	Non-Executive Director
Trevor Bolton	Non-Executive Director
Johan Forsblad	Non-Executive Director
Tom Mortimer	Non-Executive Director
Abdul Pisavadi	Non-Executive Director
John Fairhurst	Managing Director and Academic Principal
Shabnam Karim	Finance Director
Leroy Bunbury	Head of Governance and Legal Services, and Company Secretary
Tatiana Vega Das Neves*	Student President
Ana Maria Silochi	Student Representative
Veronica Wilson*	Student Representative
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 - <b>Secretary</b>	Head of Equality, Diversity and Inclusion

In attendance

Name	Designation
Amanda Jeram	Head of Quality and Compliance
Anna Krajewska	Head of School of Business and Accounting Director, CETL
Graeme Slater*	Head of Action Planning

\* Denotes apologies.

No.	
<b>1.0</b>	<p><b>Welcome and Apologies</b></p> <p>C Cook welcomed everyone to the meeting.</p> <p>Apologies were received from Graeme Slater, Tatiana Vega Das Neves and Veronica Wilson. T Das Neves and V Wilson were represented by Ana Maria Silochi.</p>

<b>2.0</b>	<b>Minutes for approval and Action Tracker/Matters Arising:</b>
	<p>2.1 <u>Minutes from the previous meeting: 17 January 2022</u></p> <p>The minutes of the meeting of 17 January 2022 were <b>approved</b> by the Board subject to the addition of a reference in the table of attendees to the fact that T Ironmonger was in attendance as a staff representative.</p> <p>2.2 <u>Action Tracker and Matters Arising</u></p> <p>C Cook noted that all actions had been completed with the exception of the ongoing action in relation to the internal review of our corporate and academic governance arrangements (Action 29.01.20 Item 11). L Bunbury will be submitting proposed revisions to the Corporate and Academic Governance Framework and Articles of Association for approval at the joint meeting of the Academic Committee and Board of Directors in May 2022.</p>
<b>3.0</b>	<p><b>Chair's Actions</b></p> <p>None.</p>
<b>Part 1: Operational Reporting</b>	
<b>4.0</b>	<p><b>Corporate Report (for information)</b></p> <p>J Fairhurst said that there was nothing new to flag in addition to the areas already captured within the agenda.</p> <p>C Cook commented on the Glyndŵr validation event and what had clearly been a very positive experience for staff at Bloomsbury Institute.</p>
<b>5.0</b>	<p><b>Covid-19</b></p> <p>J Fairhurst reported that all the International January starters had joined their courses online and were now beginning to arrive in London for face-to-face delivery in line with the UKVI's Covid dispensations.</p>
<b>Part 2: Financial</b>	
<b>6.0</b>	<p><b>Financial Reports (for consideration)</b></p> <p>6.1 <u>Re-forecast 2021-22</u></p> <p>6.2 <u>Re-forecast 2021-22 Commentary</u></p> <p>S Karim presented the above documents and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• We have now submitted our 5-year forecast to the OfS based on the reforecast figures that had been presented to the Board in January 2022.</li> <li>• Mid-year budget reviews have been completed and it has not been necessary to make any significant changes to the January 2022 reforecast figures.</li> </ul> <p style="background-color: black; color: black;">[REDACTED]</p> <p>A Pisavadi asked why the figure for scholarships and bursaries had increased. S Karim explained that the increase was linked to amended forecast figures for International students who would be joining us in June 2022.</p>

## Part 3: Office for Students

### 7.0 7.1 OfS Compliance Register – March 2022 Update Report

A Jeram presented the March 2022 Update Report on the OfS Compliance Register, explaining that there had been a number of developments since the report had been presented to the March meeting of the SMLT. A Jeram provided the following updates:

- Condition B: Quality, reliable standards and positive outcomes for all students
  - On the day the March Update Report was presented to the SMLT, the OfS published its new B Conditions (excluding B3 that was still being consulted on)). These are far more comprehensive and will come into effect in May 2022.
  - A Jeram is mapping our current practices against these new B Conditions. However, a lot of work has already been completed in this area with the development of our new Glyndŵr degrees. In addition, we are currently considering other areas such as our assessment strategy and our approach to group work and the length of the interval between submission of AS1 and AS2 in our Quality Assurance and Enhancement Committee.
- Condition C: Protecting the interests of all students
  - The OfS have now confirmed that they are happy with the changes we are proposing to make to our Student Protection Plan. These reflect our new academic partnership with Glyndŵr University. [The Plan is an item for approval under Agenda Item 17.]
- Condition D: Financial sustainability
  - Final sign-off of the OfS annual financial return is due 15 March 2022.
- Condition E: Good governance
  - Good governance is an area upon which L Bunbury has been focusing on in his internal review of our corporate and academic governance arrangements as well as our approach to risk management.

### 7.2 OfS Condition A1 Action Plan – March 2022 Update Report

M Jackson presented the March 2022 Update Report on the OfS Condition A1 Action Plan, highlighting the following key points:

- We are compliant with Strategic Measures 1, 2, 3, 4 and 6, Financial Support Strategic Measures, and other Strategic Measures and Commitments. In terms of Strategic Measure 5, it is assumed that we are compliant pending clarification of the status of one of the actions.
- In terms of specific actions supporting the Strategic Measures, there have been delays with evaluation reports but the first such report was submitted to the February 2022 meeting of the Equality, Diversity and Inclusion Committee at which a number of comments and recommendations were made.

J Fairhurst commented on the importance of the evaluations and stated the Head of Action Planning's appointment had been created to ensure the effectiveness and robustness of evaluations going forward. M Jackson added that at a recent event she had attended, John Blake, (the new Director for Fair Access and Participation at the OfS) had said that the OfS expects the projects committed to in Access and Participation Plans (APPs) to be evaluated and for those evaluations to be independent, and for them to be published. M Jackson explained that she had submitted a Next Steps report to the March 2022 meeting of the SMLT on the OfS's new priorities and plans for APPs, and said that she would circulate a copy of the report to the Board after the meeting.

**Actions:**

- **M Jackson to circulate to Board members the APP Next Steps report she had submitted to the March 2022 meeting of the SMLT.**

C Cook asked what was meant by the phrase “assumed to be compliant”. M Jackson explained that Action Leads are required to provide updates to the actions and, where deadlines are not going to be met, (a) propose a new deadline (using strikethrough for audit trail purposes) with an explanation as to why the new deadline is needed, and (b) include a comment on whether or not our inability to meet the original deadline will impact on our ability to meet the overarching strategic measure in question. In the absence of any such advice from Action Leads in relation to point (b), it is assumed that we are compliant with the measure because Action Leads are specifically instructed that if compliance is in question, an update must be provided; the amber coding is used where an update has not been provided just to flag this. C Cook asked that this rationale be included in the introduction to all future OfS Condition A1 Action Plan Update Reports.

**Actions:**

- **M Jackson to explain within the introductory text to her OfS Condition A1 Action Plan Summary Report the rationale for any assumptions that we are compliant with targets in the absence of advice to the contrary from Action Leads.**

**Part 4: Risk Monitoring**

**8.0 Corporate Risk Register  
(recommended by the SMLT for approval)**

8.1 Corporate Risk Register March 2022

L Bunbury presented the March 2022 Corporate Risk Register [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

J Fairhurst reported that with effect from 11 April 2022, the current Director of Marketing at Anglia Ruskin University will be working with us (on a consultancy basis) for 2.5 days a week over a 6-month period.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

In the context of Risk 5 (Changes in government policy affect student numbers), C Cook asked whether we had any students from Russia at the moment given the possible imposition of visa restrictions. J Fairhurst reported that we did not.

**9.0 Key Performance Indicators (for information)**

**9.1 KPIs 2021-22: March 2022 Update**

J Fairhurst presented the March 2022 KPIs Update and focused, in particular, on KPIs 10 and 11, explaining the additional information presented on first sit results and requests for Mitigating Circumstances linked to Covid. He asked A Jeram whether the figures reported in relation to KPI 11 were calculated at a modular level. She said she believed that to be the case. However, J Fairhurst asked M Jackson to check with the Academic Registrar on this matter. In addition, he asked that additional information be provided on the proportion of students to have passed one module, the proportion who are clear fails, the proportion of those who did not submit, and the proportion of those who requested Mitigating Circumstances and the proportion who were granted Mitigating Circumstances. A Jeram agreed to help A Junaid with the presentation of this data.

**Actions**

- **M Jackson to ask A Junaid (a) for clarification of how the figures in relation to KPI 11 have been calculated, (b) to ensure that in future the figures show the proportion of students to have passed one module, the proportion who are clear fails, the proportion of those who did not submit, and the proportion of those who requested Mitigating Circumstances and**

the proportion who were granted Mitigating Circumstances. A Jeram offered to help A Junaid with the presentation of this data.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**10.0 Prevent Risk Assessment  
(recommended by the SMLT for approval)**

10.1 Prevent Risk Assessment March 2022

M Jackson presented the March 2022 Prevent Risk Assessment, highlighting the following key points:

- The current threat from terrorism has been reduced from **Severe** to **Substantial**.
- No changes to risk ratings have been made.
- The amendments relate mainly to updates to the Existing Measures and Proposed Actions to be taken columns. In terms of Existing Measures, the following updates have now been added:
  - the inclusion of Prevent training in our Board of Directors' Induction, Learning and Development Programme,
  - making our Safeguarding Policy one of the company documents all staff are required to read,
  - the Guild Manager's deferral of the review of the Guild's Society Handbook (which the Prevent Lead reviews from a Prevent perspective) and
  - an increase in the number of international student recruitment agents.

K Bartlett noted the update regarding the Safeguarding Policy and asked how we kept track of whether or not a staff member has read the compulsory company documents. M Jackson explained that all the company documents that staff are required to read are uploaded to an online HR system and staff are required to tick a box to indicate that they have read and understood the document. Each time a document

	<p>is reviewed and updated (normally on an annual basis), the same process is repeated. The People, Talent and Culture Manager is then responsible for monitoring this activity.</p> <p>The Board of Directors <b>approved</b> the Prevent Risk Assessment.</p>
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**Part 5: Annual Planning Cycle**

<p><b>11.0</b></p>	<p>11.1 <u>Annual Planning Cycle 2022-23</u></p> <p>J Fairhurst presented the Annual Planning Cycle 2022-23 reporting that work is underway (led by T Boston and G Slater) on the development of our Strategic Framework 2022-25. One new approach that has been agreed is the inclusion of major institutional projects within the Framework. The new Strategic Framework will be presented at the joint meeting of the Academic Committee and Board of Directors in May 2022 for approval.</p> <p>11.2 <u>Internal and External Intelligence Report</u></p> <p>J Fairhurst presented the Internal and External Intelligence Report (IEIR) explaining that it is used to inform development of the Strategic Framework.</p> <p>C Cook asked whether the IEIR also feeds into the Corporate Risk Register. L Bunbury explained that he would be looking at this as part of his review of our approach to risk as the aim is to include strategic risks within one document.</p> <p>A Pisavadi asked who is responsible for compiling the SWOT analysis. J Fairhurst explained that at present he is responsible, but that responsibility for this will pass in due course to either the Head of Operations and Strategic Planning or the Head of Action Planning. A Pisavadi suggested adding to the IEIR proposed actions and mitigations taken.</p> <p>C Cook asked whether we involve our students in the review of our IEIR each year. J Fairhurst explained that this is currently not the case, but that whether or not we should involve them would be a matter for discussion within the Risk Management Working Group.</p> <p>T Bolton commented on the fact that inflation currently poses a significant external threat and consideration ought to be given to this factor given the enormous challenge our new students, current students and staff will face.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>The Risk Management Working Group to consider the involvement of students in the development of our IEIR and the substantial external threat that inflation poses to new students, current students and, indeed, staff.</b></li> </ul>
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**Part 6: Corporate and academic governance**

<p><b>12.0</b></p>	<p>12.1 <u>March 2022 Report</u></p> <p>L Bunbury provided a verbal update on his internal review of our corporate and academic governance arrangements and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• He has mapped our current arrangements against the CUC Code of Governance, drawing on the mapping exercise previously undertaken by M Jackson.</li> <li>• He is reviewing current committee structures in terms of both membership and Terms of Reference.</li> <li>• Members of the SMLT have provided good input to the review and meetings have been set up with the Non-Executive Directors to hear their views.</li> <li>• He will submit a draft review to J Fairhurst in mid-April 2022, and they will agree how to proceed from there.</li> </ul>
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	<p>L Bunbury also provided a verbal update on the work of the Risk Management Working Group and highlighted the following key points:</p> <ul style="list-style-type: none"> <li>• The review is proving an excellent exercise as the Working Group have unpacked all the comments received by relevant parties previously on our approach to risk management.</li> <li>• The proposal will include a Risk Appetite Statement.</li> <li>• Andrew Manning (the external Internal Auditor) attended the last meeting of the Working Group and so he has seen a fairly comprehensive draft.</li> <li>• The plan is to prepare a first draft of the Group's proposal by the end of March 2022 prior to submission to the joint meeting of the Academic Committee and Board of Directors in May 2022.</li> </ul> <p>J Fairhurst said it was crucial that the Directors are provided with an opportunity to share feedback on the Group's Risk Framework in advance of a copy being shared first with the SMLT and then the Board at its joint meeting with the Academic Committee in May 2022.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>L Bunbury to ensure that the Directors are provided with an opportunity to share feedback on the Risk Management Working Group's Risk Framework in advance of a copy being shared first with the SMLT and then the Board at its joint meeting with the Academic Committee meeting in May 2022.</b></li> </ul>
<p><b>Part 7: Student Voice</b></p>	
<p><b>13.0</b></p>	<p><b>Joint Report from the Guild Manager and Student President</b></p> <p>Ana Maria Silochi provided a verbal update on the Student Guild's recent activities and highlighted in particular preparations for the Guild Gala Night for which additional Covid measures have been put in place. To date the Guild has sold approximately 200 tickets. Ana Maria Silochi took the opportunity to thank staff members and also A Pisavadi and K Bartlett for having bought tickets.</p>
<p><b>Part 8: TDAP &amp; Glyndŵr University</b></p>	
<p><b>14.0</b></p>	<p><b>Update</b></p> <p>J Fairhurst reported that he has now received a draft report from Glyndŵr University following the Validation event that took place in February 2022. He explained that the main point (for action) to emerge from the report is that Glyndŵr want us to align our proposed MBA with theirs. This means that we will need to make it an entry requirement for MBA applicants to have 2 years' work experience or substantial postgraduate experience. As a result, we now plan to offer not only an MBA, but also an MSc for those who do not have this experience.</p> <p>We are waiting for sign-off from Glyndŵr's Academic Board but have published provisional course information on our website, making it quite clear that the programmes are subject to final approval by Glyndŵr University.</p> <p>As regards TDAP, J Fairhurst reported that we were still awaiting a decision.</p>
<p><b>Part 9: Equality, Diversity and Inclusion</b></p>	
<p><b>15.0</b></p>	<p><b>For consideration and action</b></p> <p>15.1 <u><a href="#">EDI Update Report: February 2022</a></u></p> <p>15.1 <u><a href="#">EDI Update Report: March 2022</a></u></p> <p>M Jackson presented the EDI Update Reports for February 2022 and March 2022 and also provided summary details of the Office for Students new priorities and expectations with regards to Access and Participation Plans. These include the need for providers to:</p>

	<ul style="list-style-type: none"> <li>engage in more and more impactful school-university partnership activity, and</li> <li>review their current APPs and seek variations to (a) ensure the full scale of their work on strategic school engagement, quality, and non-traditional pathways is being captured and (b) create an executive summary of their APP.</li> </ul>
<b>Part 10: Prevent duty</b>	
<b>16.0</b>	<p><b>For information</b></p> <p>16.1 <u>Prevent Update Report: February 2022</u></p> <p>16.2 <u>Prevent Update Report: March 2022</u></p> <p>M Jackson presented the Prevent Update Reports for February 2022 and March 2022, the contents of which were noted.</p>
<b>Part 11: For Approval</b>	
<b>17.0</b>	<p><b>Student Protection Plan</b></p> <p>S Karim presented the Student Protection Plan explaining that there was one major amendment to reflect our new academic partnership with Glyndŵr University. The other changes were mainly factual corrections.</p> <p>J Forsblad noted that in Section 2.1.1 we refer to the possibility of closure if the OfS were to withdraw our registration and then add that “the only other situation in which we would have to close down is if we are no longer financially viable or sustainable.” J Forsblad questioned the inclusion of the word “only” in this context. J Fairhurst said he would discuss this with S Karim outside the meeting.</p> <p>The Board of Directors <b>approved</b> the Student Protection Plan subject to any amendment felt necessary by J Fairhurst and S Karim with regard to the word “only”. S Karim should then report on the decision reached at the May 2022 Board meeting under Matters Arising.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li><b>J Fairhurst and S Karim to consider the possible removal of the word “only” in Section 2.1.1 of the Student Protection and report back at the May 2022 Board meeting on the decision made.</b></li> </ul>
<b>18.0</b>	<p><b>Ethics Policy</b></p> <p>The Board of Directors <b>approved</b> the Ethics Policy.</p>
<b>19.0</b>	<p><b>Modern Slavery and Human Trafficking Statement</b></p> <p>The Board of Directors <b>approved</b> the Modern Slavery and Human Trafficking Statement.</p>
<b>Part 12: For Discussion</b>	
<b>20.0</b>	<p><b>Confirmed minutes from other forums or committees</b></p> <p>20.1 <u>SMLT: 1 December 2021</u> Actions referred to BoD (if applicable): None</p> <p>[SMLT did not meet in January 2022]</p> <p>20.2 <u>SMLT: 2 February 2022</u> Actions referred to BoD (if applicable): None</p>

	<p>20.3 <u>EDIC: 8 December 2021</u>  Actions referred to BoD (if applicable): None</p> <p>The above minutes were received, and their contents noted.</p>
<b>21.0</b>	<p><b>Actions referred from other forums/committees where the minutes are unconfirmed/not yet available</b></p> <p>21.1 <u>SMLT: 2 March 2022</u>  Actions referred to BoD (if applicable): None</p> <p>21.2 <u>EDIC: 23 February 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 13: For Information</b>	
<b>22.0</b>	<p><b>Student Recruitment and Admissions 2021-22</b></p> <p>Coverage of this agenda item has been reported under Agenda Item 8.1 when considering risks in relation to student numbers not being realised.</p>
<b>Part 14: Any Other Business</b>	
<b>23.0</b>	<p>T Mortimer commented on the naming of individuals (rather than the Committee) in one set of SMLT minutes that had been shared with the Board in the context of a decision taken. J Fairhurst thanked T Mortimer for highlighting this and reminded the Board that we would be addressing our approach to minute-taking in the internal review of our corporate and academic governance arrangements. In addition, J Fairhurst asked L Bunbury to ensure that a policy on the naming of individuals that relate to actual decisions taken within committee minutes is incorporated as decisions of a committee are normally taken by the committee rather than an individual.</p> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>• <b>L Bunbury to ensure that a policy on the naming of individuals that relate to actual decisions taken within committee minutes is incorporated within his guidance on minute-taking.</b></li> </ul>
<b>Part 15: Date/Time of Next Meeting</b>	
<b>24.0</b>	<p><b>Date, Time and Venue of Next Meeting: Friday 27 May 2022. Timings and venue to be confirmed as this will include a joint meeting with the Academic Committee.</b></p>