



Minutes of the seventy-seventh meeting of the Board of Directors, held as a virtual meeting on 30 March 2022

- Present:** Dame Suzi Leather (Chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Dave Hall, Martin Kirke, Andy Mack, Jonathan Rees, Sophie Williams
- Apologies:** Hillary Gyebi-Ababio (Natasha Dhumma), Jon Renyard
- Secretary:** Sarah Liddell (Company Secretary)
- In Attendance:** Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Jo Nuckley (Head Outreach & Insight)
Wendy Dant (Senior Assistant Adjudicator)
Jennifer Runde (Communications Officer)

22/01 Chair's business

There was no Chair's business.

22/02 Membership

The Chair welcomed Jo Nuckley (Head of Outreach & Insight), Jennifer Runde (Communications Officer) and Wendy Dant (Senior Assistant Adjudicator) as staff observer to the meeting.

22/03 Declarations of interests

There were no declarations of interest.

22/04 Minutes of the last meeting

The minutes of the seventy-sixth meeting of the Board held on 9 December 2021 were **approved**. The Chair noted her thanks to the Deputy Chair for chairing in her absence.

22/05 Matters arising from the minutes and actions log update

The Board received a record of the matters arising from the minutes and actions log update.

It was noted that AHUA, UUK and Universities Wales had confirmed their agreement to the further terms of office for Dave Hall, Alistair Fitt and Kevin Mundy respectively.

There were no other matters arising.

22/06 Report from the Independent Adjudicator and the Chief Executive

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive.

The Tertiary Education and Research (Wales) Bill has passed a key stage, and the Bill's general principles have been agreed. It is promising that there is support from all parties for our new role. Discussions will continue with the Welsh government, Universities Wales, NUS Wales, HEFCW, Colleges Wales and Qualifications Wales.

We have had good discussions with the UK government over the last quarter.

The Higher Education (Freedom of Speech) Bill has run out of time in this parliament. It is expected to come back in the next session.

Our relationship with OfS, including around information sharing, is positive.

In our casework the pressures on timeliness are ongoing. We are continuing with all the steps we are taking to manage our caseload.

Our Disability Experts Panel met recently and shared with us helpful insights into the support that is and is not being provided for disabled students and the problems they are facing.

We have run two workshops for student representative bodies and held five student discussion groups, including one with international students. We are looking to contribute to the NUS Lead and Change event and the Membership Services Conference in the summer.

Our work to update the Good Practice Framework: Handling complaints and academic appeals section is on track. We have held several webinars to seek views and the feedback has been very helpful.

The Risk and Audit Committee considered organisational risks at its recent meeting, with a focus on the strategic risks. The Chair thanked the Committee for its work in this area, and highlighted the extensive stakeholder engagement and good practice work.

We have made good progress with our work to look at casework data by ethnicity. There will be an opportunity for further discussion of EDI work at the Board Away Day in June.

We are making good progress on Nexus (the IT infrastructure development project). Work will take place this year and next.

We have now formally moved to hybrid working.

22/07 KPIs

The Board received a report on KPIs from the Chief Executive, including full-year information for 2021 as well as early information and projections for 2022.

We are continuing with all the steps we are taking to support efficiency.

22/08 Governance membership review

The Board received and considered an update on the governance membership review.

Thanks were noted to members of the Governance Working Group and in particular to Andrew Chandler for his help with the Articles of Association, and to the Senior Leadership Team and the Company Secretary for the extensive work on this.

With [some] amendments, the Board **approved** the revised Articles to be put forward to company members for consideration as proposed Articles, and **approved** [related documentation], subject to, and with implementation to be timed to coincide with, formal adoption of the proposed revised Articles of Association.

We have also taken the opportunity to look holistically at the Board's Committees and their terms of reference, as well as to look at the annual governance schedule.

Subject to [one] amendment, the Board **approved** the proposed Committee structure and membership, and the proposed Committee terms of reference.

22/09 Financial matters

The Board received the minutes of the thirty-first meeting of the Risk and Audit Committee held on 1 March 2022, and the minutes of the thirty-fourth meeting of the Finance Committee held on 1 March 2022.

The Board received and **approved** the Trustees' Report and Financial Statements for 2021, to be submitted to the Annual General Meeting of the company following the Board meeting.

The Board **agreed** to recommend the re-appointment of Crowe U.K. as the auditors of the company to the AGM.

The Board received the Finance Report to February 2022 from the Chief Executive.

22/10 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

Adesewa Adebisi left the meeting while her term of office was considered. The Board **approved** the recommendation from the Nominations and Remuneration Committee that she be invited to serve a further three-year term of office from 1 January 2023 as an Independent Director with a student perspective.

22/11 Any other business

There was no other business.

22/12 Reflections on the meeting

22/13 Dates of future meetings

- Tuesday 28 June 2022 at 10.30am (Away Day: 28-29 June 2022)
- Friday 23 September 2022 at 10.30am
- Wednesday 7 December 2022 at 10.30am

Sarah Liddell
Company Secretary
12 April 2022