



## **Minutes of the fifty-third meeting of the Board of Directors held on 23 March 2016**

- Present:** Ram Gidoomal (Chair)  
William Callaway, Geoff Donnelly, Gillian Fleming, Peter Forbes,  
Carey Haslam, Mark Humphriss, Erica Lewis, Andy Mack, Dr  
Andrew Purkis, Dr Martyn Thomas, Claire Weir
- Apologies:** Geoffrey Elliott, John Raftery, Jon Renyard, Sorana Vieru
- Secretary:** Ben Elger (Chief Operating Officer)
- In Attendance:** Rob Behrens (Independent Adjudicator)  
Judy Clements (Independent Adjudicator designate)  
Felicity Mitchell (Deputy Adjudicator)  
Steven Barber (Operations Manager)  
Jane Clarkson (Policy and Communications Manager)  
Sarah Liddell (Head of Leadership Office)  
Jo Brown (Casework Support Administrator) (staff observer)

### **16/01 Membership**

The Board welcomed Judy Clements (Independent Adjudicator designate) as an observer and Jo Brown (Casework Support Administrator) as staff observer to the meeting.

### **16/02 Declarations of Interests**

The Board noted the following declarations of interest:

- Ram Gidoomal gave a dinner address to All Nations Christian College.
- Carey Haslem provided training on early resolution for OIA staff, and was a guest lecturer at London Metropolitan University, both of which were remunerated.
- Felicity Mitchell is to stand as a Conservative candidate for a County Council.
- Martyn Thomas is to be awarded an honorary degree by Bath University.

### **16/03 Minutes of the last meeting**

The minutes of the fifty-second meeting of the Board held on 11 December 2015 were approved subject to the amendment to minute 15/37 to record that the revised terms of reference for the Risk and Audit Committee were approved by the Board.

## 16/04 Matters arising from the Minutes

Good progress has been made with collecting 2015 and 2016 subscriptions (15/38 refers).

The Student Engagement Partnership (TSEP) will shortly provide a report to the OIA on their findings from a number of new member providers which do not have established students' unions. It is hoped that this work and TSEP itself will continue beyond the current HEFCE funding arrangements which end in the summer (15/40 refers).

The OIA has provided a written contribution to the UUK taskforce on harassment and indicated our willingness to contribute further (15/41 refers).

## 16/05 Nominations and Remuneration Committee

The Board received the minutes of the fourteenth meeting of the Nominations and Remuneration Committee held on 10 February 2016.

The Board received a paper on the extension of the terms of office of Independent Directors from the Chair and **approved** the proposed extensions as follows:

Director	Length of extension	Revised end date
Claire Weir	7 months	March 2017
Andrew Purkis	12 months	December 2017
Martyn Thomas	12 month	December 2017
Carey Haslam	18 months	March 2018
Peter Forbes	18 months	September 2018

The Board received a paper on the recruitment of the Chair from the Company Secretary.

The proposed recruitment process was **approved**.

## 16/06 Financial Matters

The Board received the minutes of the Risk and Audit Committee held on 26 February 2016 and of the Finance Committee held on 26 February 2016.

Martyn Thomas as Chair of the Risk and Audit Committee reported that the auditors had identified no significant issues and were satisfied with the accounts.

The Board **approved** the Annual Report and Financial Statements for 2015, which are to be submitted to the Annual General Meeting of the Company following the Board meeting.

The Board **approved** the recommendation from the Risk and Audit Committee to reappoint Crowe Clark Whitehill LLP as the Auditors of the Company and this would be put to the AGM.

The Board received a paper on the budget and financial planning and the Finance Report to February 2016 from the Chief Operating Officer.

#### **16/07 Protocol for Non-Qualifying Institutions**

The Board received a paper on the protocol for Non-Qualifying Institutions from the Chief Operating Officer.

The protocol was **approved** subject to checking that it adequately covered the need for providers to supply details of their student numbers as part of the application process.

#### **16/08 Report from the Independent Adjudicator and Chief Executive**

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

The Board noted its thanks to Rob Behrens for his outstanding leadership of the OIA over the last eight years, and its congratulations on his award of CBE in the New Year's Honours List.

The following were key areas of update and discussion:

Judicial Review: The Deputy Adjudicator updated the Board on current Judicial Review cases.

Performance:

Good Practice Framework: This will be updated in 2016 and new sections added to provide further guidance on relevant issues including collaborative provision. The Steering Group will include someone from new member providers for the first time.

Higher Education Advisory Panel (HEAP): The Deputy Adjudicator updated the Board on the role of HEAP. Membership of the panel will be widened to take account of the increasing diversity of providers.

Policy engagement: In the context of the current uncertainty in the regulatory environment, the OIA must remain vigilant to ensure the continued independence and good standing of the organisation. Discussions continue with relevant organisations to try to promote a joined-up approach and to contribute to the consideration of relevant issues such as entry/exit arrangements for providers.

#### **16/09 Report from the Company Secretary**

The Board received a report of Company Secretarial activity since the last Board meeting .

**16/10 Dates of future meetings**

Friday 24 June 2016 at 10.30am

Monday 26 September 2016 at 10.30am

Friday 9 December 2016 at 10.30am

Ben Elger

Company Secretary

6 April 2016