

Abbreviated minutes of the fifty-seventh meeting of the Board of Directors held on 29 March 2017

- Present:** Dame Suzi Leather (Chair)
William Callaway, Bethan Dudas, Professor Alistair Fitt, Gillian Fleming, Peter Forbes, Carey Haslam, Mark Humphriss, Andy Mack, Dr Martyn Thomas, Dr Simon Walford, Claire Weir, Sophie Williams
- Apologies:** Professor Geoffrey Elliott, (Jon Renyard), Dr Andrew Purkis, Sorana Vieru
- Secretary:** Ben Elger (Chief Operating Officer)
- In Attendance:** Wendy Finlay (Independent Director-designate)
Judy Clements (Independent Adjudicator and Chief Executive)
Felicity Mitchell (Deputy Adjudicator)
Jane Clarkson (Policy and Communications Manager)
Sarah Liddell (Head of Leadership Office)
Dr Rebecca Marsland (Assistant Adjudicator) (staff observer)

There was a closed session of the Board prior to the main meeting.

17/01 Membership

The Board welcomed to the meeting newly-appointed Board Director Sophie Williams, Wendy Finlay (Independent Director-designate) as an observer, Dr Rebecca Marsland (Assistant Adjudicator) as staff observer and Jane Clarkson (Policy and Communications Manager).

The Chair thanked Jane Clarkson on behalf of the Board for everything she has done for the OIA in the last four years. She noted that this was the last meeting for Claire Weir, thanked her for her valuable contribution to the Board and explained that there would an opportunity to thank her more fully during the Away Day.

17/02 Declarations of Interests

The Board noted the following declarations of interest:

- Alistair Fitt has been appointed to the UUK Board of Directors from 1 August 2017.
- Wendy Finlay has been appointed to the Board of the Chartered Surveyors Training Trust.

- Gillian Fleming is a member of the Council of the Property Ombudsman.
- Suzi Leather has stepped down as a lay Chapter Canon at Exeter Cathedral.

17/03 Minutes of the previous meeting

The minutes of the fifty-sixth meeting of the Board held on 5 December 2016 were approved.

17/04 Matters arising from the Minutes

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

16/32 Briefing for the Board on the alternative (private) provider sector, the HE in FE sector and the schools-based teacher training sector

The National Association of School-Based Teacher Trainers (NASBTT) were invited to contribute to the Board Away Day but were unable to attend. A separate briefing will be arranged.

16/32 Clarity for students on where to raise concerns / signposting to the OIA

This will need continuing focus and dialogue with relevant bodies to ensure clarity for students as the new regulatory landscape takes shape. The Board agreed that it is important for clear guidance to be available for students on the most appropriate route for raising concerns. The Board agreed that an MOU between the OIA and OfS would be desirable.

16/34 Memorandum of Understanding with HEFCE

The extended MOU with HEFCE has now been signed.

16/34 Students who are experiencing mental health difficulties

OIA staff are trained to be alert to signs that a complainant may be experiencing mental health difficulties. Where a complainant has a diagnosed mental health condition, they are supported through the OIA process by making reasonable adjustments in consultation with them. Efforts are also made to support those who appear to be experiencing difficulties but do not have a diagnosis and may not recognise that they may have a mental health issue. There is also a need to protect OIA staff if a complainant's mental health leads to unreasonable behaviour. These issues will be explored further in up-coming work connected to the proposed seminar focussing on mental health.

17/05 Nominations and Remuneration

The Board received an update on Nominations and Remuneration matters.

The Board were pleased to note the appointment of Sophie Williams and Wendy Finlay as Independent Directors, and of Gillian Fleming and Carey Haslam to the Risk and Audit Committee.

The Board **approved** the appointment of Gillian Fleming and Andy Mack for a second three-year term of office until 30 June 2020.

17/06 Financial Matters

Risk and Audit Committee

The Board received the minutes of the twenty-first meeting of the Risk and Audit Committee held on 1 March 2017.

The Chair of the Committee noted that the auditors had been highly complimentary about the preparation of the accounts and that no issues had been raised in the private meeting with members of the Committee.

Finance Committee

The Board received the minutes of the twenty-fifth meeting of the Finance Committee held on 1 March 2017.

The wording of minute 25/04 paragraph 11 will be amended to use the correct term of 'unqualified' audit report.

Annual Report and Financial Statements for 2016

The Board received and considered the Annual Report and Financial Statements for 2016.

The Operating Report 2016 and Plan 2017 follows from the Strategic Plan and meets Companies House and Charity Commission reporting requirements.

The Financial Statements closely reflect the management accounts brought to the Board during the last year. The Board discussed pensions and reaffirmed its view that no further action is needed at this time but that developments should continue to be carefully monitored.

It was agreed that going forward reflection on how the OIA is discharging its charitable purpose of the advancement of education will be included in the report.

The Board **approved** the Annual Report and Financial Statements for 2016 and agreed to recommend it to the Annual General Meeting of the Company which follows the Board meeting.

Appointment of Auditors

The Board **approved** the recommendation from the Risk and Audit Committee to reappoint Crowe Clark Whitehill LLP as the Auditors of the Company for a further year and agreed to recommend their reappointment to the Annual General Meeting. The Chair of

the Risk and Audit Committee noted that it is expected to run a tender exercise next year in the normal cycle.

Finance Report

The Board received the Finance Report to February 2017 from the Chief Operating Officer.

It is pleasing that cash collection of core subscriptions is progressing well. Work will shortly begin on the next budgeting cycle. The relevant HESA data has now been published and will inform the 2018 budget, and the 2019 budget will be based on UCAS numbers at this stage. It was noted that the potential impact of Brexit is not yet clear and a future dip in student numbers is a possibility.

17/07 Report from the Independent Adjudicator and Chief Executive

The Independent Adjudicator & Chief Executive presented her report to the Board.

The following were key areas of update and discussion:

External environment

The high level of uncertainty in the external environment remains. The OIA is focussed on participating in all relevant discussions to maintain a strong position for the organisation in the new regulatory landscape and to play a significant part in determining the approach to complaints-related issues.

The role of the Good Practice Framework and of information about complaints in the registration of providers is not yet fully resolved. The OIA is continuing to raise this issue.

Judicial Review

The Deputy Adjudicator updated the Board on Judicial Review.

Good Practice Framework

The new section of the Framework 'Delivering learning opportunities with others' has been published, and the section 'Supporting disabled students' has been published for consultation.

17/08 Performance report

The Board received a report on organisational performance from the Chief Operating Officer.

Turnaround times remain good and it is positive that the KPI of closing 75 per cent of cases within six months of receipt is being met. Efforts are being made to increase the number of cases which are settled.

Receipts are currently relatively stable. Anecdotal information from engagement with providers and students' unions suggests that the OIA's good practice work is having an impact. It was agreed to take up Sophie Williams' offer to run a session at a forthcoming students' union conference to explore whether and why students are not following the processes available to them. Additionally, the variance in receipt numbers is not statistically significant in relation to the overall student population, as the proportion who bring a case to the OIA is very small.

The OIA's compliance protocol is being updated to provide clearer guidance for OIA staff on pursuing compliance with student-centred recommendations, to try to reduce the number of providers not implementing recommendations in a timely way.

It was agreed that the OIA's Annual Statements (formerly Annual Letters) should be seen at senior governance as well as senior management level within providers.

17/09 Strategic planning

The Board received a paper on strategic planning from the Senior Leadership Team.

The OIA is in the process of on-boarding around 50 new member providers which have been notified through HEFCE.

17/10 Report from the Company Secretary

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

17/11 Any other business

There was no other business.

17/12 Reflections on the meeting

17/13 Dates of future meetings

Tuesday 27 June 2017 at 10.30am
Tuesday 26 September 2017 at 10.30am
Monday 11 December 2017 at 10.30am

Ben Elger
Company Secretary
3 April 2017