



Abbreviated minutes of the sixty-second meeting of the Board of Directors held on 26 June 2018

Present: Dame Suzi Leather (Chair)
Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Peter Forbes, Carey Haslam, Mark Humphriss, Gareth Lindop, Andy Mack, Jonathan Rees, Jon Renyard, Dr Simon Walford, Sophie Williams

Apologies: William Callaway (Richard Walters), Amatey Doku, Professor Geoffrey Elliott

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Charlotte Corrish (Head of Stakeholder Engagement & Membership)
Claire Skelly (Assistant Adjudicator) (staff observer)

18/15 Chair's business

There was no Chair's business.

18/16 Membership

The Board welcomed Andrew Chandler (Independent Director) to his first Board meeting, Charlotte Corrish (Head of Stakeholder Engagement and Membership), and Claire Skelly (Assistant Adjudicator) as staff observer.

18/17 Declarations of Interests

The Board noted the following declarations of interest:

- Alistair Fitt is Chair of the UUKi TNE Steering Group.

18/18 Minutes of the last meeting

The minutes of the sixty-first meeting of the Board held on 28 March 2018 were approved.

Further work will be done in relation to the Charity Governance Code as part of the governance effectiveness review.

18/19 Matters arising from the Minutes

The Board received a record of the matters arising from the minutes. There were no further matters arising.

18/20 Report from the Independent Adjudicator and Chief Executive

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

The following were key areas of update and discussion:

Stakeholder engagement

We are waiting for a date for our meeting with Minister Sam Gyimah.

We have established a good relationship with the Director of Higher Education, STEM and Tertiary Providers at DfE.

We have also established quarterly meetings with the Director of Competition and the Register at OfS. This is important as she has responsibility for the Register, and information on the Register is directly relevant to our work. It is positive that the Collaboration Agreement with OfS has been finalised.

It is a reflection of our recognised role in the sector that we were invited to contribute to the Review of Post-18 Education and Funding. The meeting with Philip Augar was constructive and he was interested in our Annual Report.

The Welsh Government has made a clear statement that there should be a body for independent redress across the tertiary sector and that this role should be fulfilled by the OIA. The Technical Consultation therefore does not include a question on this. Informal discussions with stakeholders in both England and Wales have indicated that this has been well received.

Financing arrangements have also been discussed further. The current funding model would be low risk both because it is unlikely that there would be cross-subsidy and because there is an already established discount for HE in FE providers.

It is positive that progress is now being made towards establishing the Consumer Benefit

Forum. We have continued to discuss this with OfS. We have also had some constructive discussions with the CMA and they recognise our respective remits.

The question of whether all students we could potentially help are coming to us was also raised. We still intend to work with OfS to develop guidance to signpost students to where to raise their concerns.

We are contributing to the development of guidance on quality assuring higher education apprenticeships, which we have worked hard to progress. We have also had discussions with the Education & Skills Funding Agency (ESFA) to help understanding of our respective roles, in particular that we have a statutory remit and that it is more beneficial for students to bring their complaints to us as we can recommend individual remedies.

Student feedback

We have revised and relaunched our post-closure survey. The response rate has been relatively strong and we are also doing some follow-up by telephone. Students feel they are treated with respect and politeness. They rate our understanding of their complaint less positively, and we are considering how to convey that more effectively. A paper on developing a benchmark or KPI for student feedback will be brought to the December 2018 Board meeting.

Good practice and outreach

The Disciplinary procedures section of the Good Practice Framework has been launched for consultation. We have also received unprompted positive feedback on the Good Practice Framework, including at external events and at the ENOHE conference. The next proposed section will be on fitness to practise.

Our outreach programme has continued to be popular. Take up of webinars is high and we are introducing our first level 2 (more advanced) webinar. We are becoming more successful in reaching out to SUs, for example SU representatives made up half of the attendees at one of our recent workshops.

USS pensions strike action

We have to date only received a small number of USS pensions strike-related complaints, most of which are premature as they have not yet exhausted internal procedures. We are well prepared for such cases if and when they come. It is likely that there will firstly be complaints related to non-delivery, and then at a later stage those relating to impact on academic results. We continue to engage with relevant providers and to monitor developments carefully.

Judicial Review

The Independent Adjudicator updated the Board on judicial review matters. Three cases have been refused permission. There is a substantive hearing for one case next month.

Mental health and wellbeing

We have recently moved to a new external employee assistance programme. We have also run training for mental health champions. This will benefit staff and also help them in supporting students. We do not currently propose to prepare good practice guidance on mental health as it is to some extent covered by guidance in the Supporting Disabled Students section of the Good Practice Framework.

Collection of data on formal student concerns

The pilot project is gathering data on formal student concerns. It can be difficult for SUs and others to assess how many early stage complaints do not progress so this is likely to be useful work. An update will be brought to the Board, probably in March 2019.

Overall the Board noted the high level of engagement and the impressive cross-section of activity reflected in the report. The Independent Adjudicator and Chief Executive will continue to produce a joint quarterly report for the Board. It may be helpful to include some mention of future developments as well reporting on the past quarter.

18/21 KPIs

The Board received a report on KPIs from the Chief Executive. We have continued to meet all KPIs.

How receipts information is presented will be reviewed. It was **agreed** that Risk and Audit Committee at its November meeting would consider how the Board can best satisfy themselves that changes in levels of receipts are understood and planned for.

It was recognised that timeliness is very important both for students and for our credibility. More information on the proportion of cases closed within a shorter timeframe would be helpful. Six months can be a long time for a student to wait, and there was discussion of whether the level of the KPI for closures within six months should be higher. However, it is important to recognise that the complexity of some cases means that it is difficult to review them quickly, and some complainants also have complex needs. Recent changes to the case weighting process will enable better monitoring of case complexity. It is only in recent years that the current KPI has been met, and the level of resource needed to meet a higher KPI could require a disproportionate increase in subscriptions. The timescales for

providers' parts of the process would also need to be considered.

It was therefore **agreed** that the Risk and Audit Committee would look at this issue in November, possibly including consideration of timescale expectations in relation to case weighting to differentiate those closed within a shorter timescale, and whether it would be helpful to seek student views on timescales. Proposals will then be brought to the Board.

We publish guidance for students on the eligibility of complaints to try to reduce the number of ineligible complaints that reach us.

18/22 Financial Matters

The Board received the Finance Report to May 2018 from the Chief Executive.

Income from subscriptions has now moved closer to budget due to a small increase in our membership. The reduction in staffing costs is primarily due to the changes to the Senior Leadership Team. The overspend on Office Costs relates to the reallocation of some Support Salary Costs to support key IT projects.

The Board received a paper on financial planning from the Chief Executive.

Financial planning for 2019 is at a relatively early stage but nonetheless ahead for this point in the year. Thanks were noted to Andy Mack for his help with these early preparations. The anticipated dip in HESA student numbers and consequently in subscriptions has not materialised. A two per cent increase in core subscriptions has been used for indicative purposes only and is not a proposal.

Adjudicator Costs have been projected on the basis that the higher level of case-handling resource will be needed. Resource has been allocated from the reduction in Senior Leadership Team costs.

Transnational Education (TNE)

Following discussion at the Finance Committee and Board, work has been undertaken as agreed to explore the possibility of including TNE student numbers in subscriptions, ideally from 2019.

There is a significant challenge in making sure that TNE students are aware of their right to bring a complaint to us, and there may be cultural issues to overcome. This does not affect consideration of including TNE numbers in subscriptions, as our core subscriptions are not based on usage. It may mean that there will be an expectation that we will do more outreach work in relation to these students. More widely it is important that these students

are properly supported. Primary responsibility for this sits with providers and the **Delivering learning opportunities with others** section of the Good Practice Framework makes clear providers' responsibilities to these students in relation to complaints and academic appeals.

Support for the principle of including TNE student numbers in subscriptions in the interests of fairness to all providers, to resolve the anomaly that such students have access to the OIA but are not included in subscriptions, was reiterated.

As Oxford Brookes has a large number of TNE students, Professor Alistair Fitt left the meeting at this point to avoid any conflict of interest.

The Board considered the recommendation from the Chief Executive that we continue with the Board's preferred strategy to include HESA TNE numbers in subscriptions for 2019 and that we communicate this intention to relevant providers before September.

The Board **approved** the recommendation.

18/23 Governance

Professor Alistair Fitt rejoined the meeting.

The Board received a paper on the proposed governance effectiveness review from the Chief Executive.

Following a positive meeting with Mike Hudson from Compass Partnership, a formal proposal has been received. The review will include a tailored questionnaire to the whole Board and members of the Management Group, and some interviews with Board members. A member of Mike's team will observe the September Board meeting and it is proposed to have a facilitated workshop on the afternoon of the December Board meeting. The review will also include feedback on the Chair, and on Board members' performance (reported to the Chair only). It is proposed to progress revising the Memorandum and Articles of Association concurrently with the review.

The review will provide an independent perspective on how we manage governance compared with other organisations, but it will not look specifically at comparison with for example other ombudsman schemes. The first stage will focus on Board effectiveness and the Chair encouraged Board members to give time to the review. Further information on the scope of the review will be provided to Board members, and consideration will be given to the timescale for the next stages and how the current stage will relate to them.

It might be valuable to get the views of external stakeholders but it would be difficult to

distinguish the effectiveness of the governance from that of the organisation. This could be revisited in two-three years' time separate from the governance review.

Periodic external reviews are recommended under the Charity Governance Code. Once the external review has been completed, consideration will be given to how to embed internal review into the normal Board cycle.

In terms of Board membership, Nominations and Remuneration Committee will consider the possible further Independent Director at its November meeting.

18/24 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

18/25 Any other business

There was no other business.

18/26 Reflections on the meeting

Board members thought that the agenda papers were good. The high level of engagement and the Independent Directors' impressive knowledge was noted.

18/27 Dates of future meetings

Monday 24 September 2018 at 10.30am

Wednesday 5 December 2018 at 10.30am

Friday 29 March 2019 at 10.30am

Thursday 20 June 2019 at 10.30am (Away Day: 20-21 June 2019)

Tuesday 24 September 2019 at 10.30am

Monday 9 December 2019 at 10.30am

Sarah Liddell
Company Secretary
6 July 2018