



## **Minutes of the sixty-fifth meeting of the Board of Directors held on 29 March 2019**

Present: Dame Suzi Leather (Chair)  
William Callaway, Andrew Chandler, Amatey Doku, Professor  
Geoffrey Elliott, Dr Wendy Finlay, Professor Alistair Fitt, Gillian  
Fleming, Peter Forbes (remotely), Carey Haslam, Mark Humphriss,  
Andy Mack, Jonathan Rees, Dr Diana Walford, Sophie Williams

Apologies: None

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)  
Felicity Mitchell (Independent Adjudicator)  
Cheryl Milne (Assistant Adjudicator) (staff observer)

### **19/01 Chair's business**

There was no Chair's business.

### **19/02 Membership**

The Board welcomed Dr Diana Walford (CUC Nominated Director) to her first meeting and Cheryl Milne (Assistant Adjudicator) as staff observer.

### **19/03 Declarations of interests**

There were no declarations of interest.

### **19/04 Minutes of the last meeting**

The minutes of the sixty-fourth meeting of the Board held on 5 December 2018 were confirmed.

## **19/05 Matters arising from the minutes**

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

Since the Board decision that the recruitment of two Independent Directors should be done in a single recruitment, further discussion with the Chair identified a concern that the Spring was not the best time to recruit a student officer or student. It has therefore been agreed to split the recruitment and come back to the student perspective appointment later in the year. Sophie Williams and Amatey Doku agreed to provide advice and support to the recruitment.)

Sophie Williams reported that she had had a discussion with Siobhan Hohls, Head of Outreach and Insight Team about plans for the Consumer Benefit Forum.

## **19/06 Report from the Independent Adjudicator and Chief Executive**

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive. The Chair noted that the report and annexes give a good indication of the amount of work taking place.

The recent Mitigating Circumstances Forum was very successful, with around 160 delegates and a good balance of student advisers and complaints-handling staff speaking. We plan to publish a briefing note on our approach to mitigating circumstances.

The published case summaries of industrial action-related complaints illustrate our approach to this type of complaint. The related article by the Independent Adjudicator in Wonkhe also warned that students can be disadvantaged if they are encouraged to pursue legal routes rather than going through the provider's internal procedures. Some further case summaries will be published around the time of the Annual Report.

The new website is live and has been very well received. External testers were complimentary about both the site and the way their feedback was acted on, and Board members were also very positive about it.

There was discussion of the data collection pilot which has been trialling collection of data on formal complaints and appeals within providers. This is initially intended to help identify trends and inform our outreach. 17 providers from the pilot group have now submitted information. The proposed next step is to suggest at the upcoming pilot group meeting that all providers are invited to give us their data voluntarily. To encourage participation, an anonymised version of the data received would be shared with those

that do this to enable them to compare their own data with data from other providers. The Board supported this approach.

Our student discussion groups have involved students who did not have a complaint with us, to improve our understanding of wider student perspectives. Learning from the groups is currently being analysed. The structure of the discussions is also being reviewed and more information on the strategy for taking them forward will be brought to the Board.

Progress has been made towards establishing a benchmark for student feedback. A good amount of data has been collected through the post-outcome student feedback questionnaire and is being analysed. Some telephone follow-up has been done and the mid-review questionnaire is being relaunched. So far the positivity of the feedback is closely correlated to the outcome of the case. Emerging themes are issues we are already aware of and working on, such as timeframes and understanding the reasons for our decision.

A no-deal Brexit would be likely to result in the loss of Erasmus funding, at least in the short term. We have contributed to UUK guidance on this issue and will monitor developments closely.

Our advisory panels are a valuable resource. Both meet twice a year. The Higher Education and Advisory Panel (HEAP) discusses questions arising from case-handling and sector-wide issues. The Disability Experts Panel (DEP) includes people from the higher education and charitable sectors with expertise in a range of disability issues in the context of students and young people.

Around 850 providers are now members of our Scheme. As context, around 300 are currently registered with OfS (in England), with the difference due in part to the extent of delivery provision on behalf of or leading to the award of another provider.

Reform of the post compulsory education and training sector in Wales is ongoing. Mark Drakeford was appointed as the new First Minister in December. Kirsty Williams remains as Education Secretary, providing helpful continuity, and we are maintaining regular contact with Welsh Government officials. There are some challenges in the wider context of different regulatory approaches in England and Wales but progress towards expansion of our role in Wales is nonetheless on track.

A review involving Chief Executives is planned to consider the position two years on from the Bell review of sector agencies. It is expected that the terms of reference of the Chairs' forum will change to make it clearer that it does not report to UUK. The secretariat has been broadened to include GuildHE and there is an AHUA observer

invited. However we still have concerns about being included in the term “sector agencies”. The Board agreed that we should continue to engage and monitor developments to the terminology and the purpose of the group, but reiterated the primary importance of our independence and felt that our current cautious approach was appropriate.

### *Market exit*

As previously agreed by the Board, some agenda time was allocated for wider discussion of a topic of strategic importance, this time on market exit. We have emphasised the need for remedies for students where usual remedies are not available (eg if the provider has gone bankrupt and closed). Failure of a large provider is likely to be rare, but pressures on funding may in themselves have an impact. It was recognised that market exit is an area of quite complex risk and it will be discussed further at the Board Away Day in the context of the wider discussion of risk.

### **19/07 Non-compliance report**

The Board received a report on non-compliance by Plymouth University from the Independent Adjudicator.

It was agreed in principle at the last meeting that a provider that is repeatedly late in complying should be reported in the Annual Report. Plymouth University has now complied, but several interventions were needed to achieve this. The Board **approved** the proposal to include a report of the non-compliance in the Annual Report and that the University should be given the opportunity to provide a case study in response to the report, subject to making it clear that inclusion of the case study in the Annual Report is at our discretion.

### **19/08 KPIs**

The Board received a report on KPIs from the Chief Executive.

Case receipts are continuing to rise. Whilst some increase was anticipated, the scale of the rise has been difficult to predict and is currently well above projections. Given the relationship between case numbers, resource and time taken to deal with cases, this is putting pressure on timescales, although we are at present still meeting our KPIs.

We are managing our caseload as efficiently as we can, including trying to resolve complaints at the earliest opportunity and looking again at management of the allocations queue. However it is unlikely that we will be able to make significant efficiency gains in the current context.

The Board noted that it is very important to have the resource needed to manage the caseload, and that this should be progressed.

The potential for the higher caseload to increase pressure on staff was noted. This is being actively managed at line management level. It will also be helpful following the discussion at this meeting to share with staff the Board's commitment to ensuring we have enough resource to manage the caseload.

## **19/09 Financial matters**

### *Risk and Audit Committee*

The Board received the unconfirmed minutes of the twenty-fifth meeting of the Risk and Audit Committee held on 4 March 2019.

The auditors had been very complimentary about the preparation of the accounts and the audit process, and congratulations were noted to the Chief Executive and his team. The Audit Findings Report had been circulated to Board members.

The Committee had also considered the update on organisational risks.

### *Finance Committee*

The Board received the unconfirmed minutes of the twenty-eighth meeting of the Finance Committee held on 4 March 2019.

### *Annual Accounts and Financial Statements for 2018*

The Board received and considered the Annual Accounts and Financial Statements for 2018.

The Risk and Audit and Finance Committees had considered the Annual Accounts and Financial Statements in detail, and agreed amendments had been made.

The Board **approved** the Annual Accounts and Financial Statements for 2018 and **agreed** to recommend them to the Annual General Meeting.

### *Appointment of auditors*

The Board **approved** the recommendation from the Risk and Audit Committee to reappoint Crowe U.K. as the auditors of the Company (pending the audit tender

process) and **agreed** to recommend their reappointment to the Annual General Meeting.

### *Finance Report*

The Board received the Finance Report to February 2019 from the Chief Executive.

### **19/10 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

The Board **approved** the proposed appointment of Andrew Chandler and (in due course) the new Director with HR expertise to the Nominations and Remuneration Committee, and Wendy Finlay to the Risk and Audit Committee.

The Board considered the proposed Memorandum and Articles of Association. It was agreed that Article 43 relating to the Secretary should be kept. It was noted that the provision for an overall maximum service of nine years for Directors limits the potential service as a Nominated Director of someone who was first an Alternate Director, but that this has to be balanced against allowing an unduly long period of service. This will be reconsidered after the review of governance membership once future arrangements for Alternate Directors are clearer. The Board **approved** the proposed Memorandum and Articles of Association and **agreed** to recommend them to the AGM.

The Board **approved** the proposal for the internal review of Board effectiveness.

### **19/11 Any other business**

Board members put forward suggestions for possible speakers for the Board Away Day.

### **19/12 Reflections on the meeting**

### **19/13 Dates of future meetings**

- 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  
2 April 2019