



Minutes of the seventy-third meeting of the Board of Directors, held as a virtual meeting on 31 March 2021

Present: Dame Suzi Leather (Chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Hillary Gyebi-Ababio, Martin Kirke, Andy Mack, Jonathan Rees, Jon Renyard, Sophie Williams

Apologies: Dave Hall

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Jo Nuckley (Head of Outreach and Insight)
Cheryl Goswell (Finance and Operations Coordinator)
Jennifer Runde (Communications Officer) (note-taker)

21/01 Chair's business

There was no Chair's business.

21/02 Membership

The Chair welcomed Jo Nuckley (Head of Outreach and Insight), Jennifer Runde (Communications Officer) and Cheryl Goswell (Finance and Operations Coordinator) as staff observer to the meeting.

21/03 Declarations of interests

There were no declarations of interest.

21/04 Minutes of the last meeting

The minutes of the seventy-second meeting of the Board held on 9 December 2020 were **approved**.

21/05 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.

There were no other matters arising.

21/06 Report from the Independent Adjudicator and the Chief Executive

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive. The risk update, which had been considered in detail by the Risk and Audit Committee, provided further context for the report in relation to the ongoing increased organisational risk levels. The Board commended the huge amount of work reflected in the report.

The level of external engagement has remained very high. We are continuing to try to promote clarity about our role and remit among stakeholders including the UK government, especially around fee refunds to students in the context of the pandemic. The importance of clarity for students was noted.

We have made some progress in increasing understanding of our concerns around government proposals on free speech, but the issue is complex and evolving rapidly. We also continue to maintain contact with CMA to promote clarity about our respective roles.

The Board recognised the significant pressures on senior staff given the time and effort needed to manage stakeholder engagement and policy issues effectively whilst also managing other priorities, and asked the Senior Leadership Team to continue to consider capacity requirements.

Board members shared some of their experiences from the sector over the last few months. There was also discussion of what the next academic year may look like. It is likely that some social distancing measures on campus will continue and there will be a blended approach of face-to-face and online learning, although some students are being offered places on an online-only basis. It will be important to understand what elements of online learning do and don't work effectively.

We have resumed the governance review in a low-key way and have had constructive discussions with all company members. Further progress is unlikely to be possible before the summer. In the meantime the Governance Working Group will meet to progress consideration of possible approaches to appointment of Directors based on the skills and experience matrix.

In our casework, we are continuing to focus on the need to manage timescales for older and more complex cases. We are balancing this with encouraging innovation and looking for efficiencies in our processes.

The Board was positive about our good practice and outreach work, and in particular that we have been able to reach more people through our online provision.

Staff wellbeing is still a key priority. The past quarter has been particularly challenging for many people. We are continuing to encourage staff to take breaks and use their annual leave. We have launched a new flexible working policy and are updating our remote working policy to allow for more home working in the longer term. The Board was positive about these developments and the potential benefits in terms of supporting diversity in the organisation.

We are balancing developments to flexible and remote working policies with our intention to maintain an office hub. We have restarted preparations to partially reopen our office space, initially in “bubbles”, with a view to gradually reopening more widely when restrictions are lifted. It was noted that the future blend of remote and office-based working will create new dynamics which will need to be carefully managed to ensure inclusion and effective working.

Our recent recruitment campaign has been very successful. The Chief Executive thanked Adesewa Adebisi and Martin Kirke for their input. Working with BAME Recruitment as one element of our approach was very positive and we will use learning from that to inform future recruitment.

21/07 Rules for Large Group Complaints

The Board received and considered the proposed Rules for Large Group Complaints.

Responses to the further opportunity to comment showed that the revisions we had made and the additional information we provided following the consultation towards the end of last year have addressed many of the concerns. People appreciated that we had listened to feedback and invited further comment. A small number of respondents still have concerns and we hope to address some of these in the guidance that we will publish alongside the Rules.

The Board **approved** the Rules for Large Group Complaints, to come into effect in April (exact date to be confirmed).

21/08 Non-compliance report

The Board received a report on non-compliance by Clare College, Cambridge from the Independent Adjudicator (BD/73/04).

The case is unusual because it is the first time a provider has deliberately chosen not to comply with our Recommendations.

The report constitutes the Independent Adjudicator's formal report to the Board under the non-compliance protocol and Rule 14.10 of the OIA Scheme Rules. The Independent Adjudicator will report the non-compliance in our Annual Report (also under Rule 14.10).

Under Rule 21.8 we may also share information about non-compliance with relevant bodies.

As provided for by Rule 19.1.3, the Board was asked to consider whether any further action should be taken in respect of the non-compliance. It was agreed that we need to take a strong stance to maintain students' confidence in our Scheme, but that publishing in the Annual Report is likely to be sufficient in drawing attention to the matter externally. There was concern that the individual student involved has not had the full remedy we recommended.

21/09 KPIs

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

2020 was a strong year in terms of closure numbers, meeting our KPIs and efficiency.

Although case receipts increased overall last year, we saw fewer complaints about academic appeals than we might normally. We believe this is likely to be due to the use of no-detriment and "safety net" policies by providers.

Case receipts so far this year have been high. Closures to date have been strong and the Board was positive that performance is being maintained despite the challenges.

21/10 Financial matters

Risk and Audit Committee

The Board received the unconfirmed minutes of the twenty-ninth meeting of the Risk and Audit Committee held on 1 March 2021.

The Chair noted that the Committee meeting was the last one chaired by Gillian Fleming and thanked her for her contribution in that role.

Finance Committee

The Board received the unconfirmed minutes of the thirty-second meeting of the Finance Committee held on 1 March 2021.

The Board **approved** the recommendation from the Finance Committee to increase our target level of reserves. This takes into account the increased risk level and is in line with Charity Commission guidance that reserves requirements should be determined holistically taking account of key risks in an integrated way.

Trustees' Report and Financial Statements

The Board received and considered the Trustees' Report and Financial Statements for 2020, and noted the letter of representation.

The audit had been conducted entirely virtually and had gone well.

The Risk and Audit and Finance Committees had considered the Trustees' Report and Financial Statements in detail, and agreed amendments had been made. The Board **approved** the Trustees' Report and Financial Statements for 2020 and **agreed** to recommend them to the Annual General Meeting.

There was discussion about the USS pensions scheme. The most significant impact on the OIA in the short term comes from the increase in employer contributions. However, there are signs that the scheme may be becoming unaffordable for some of our people.

Reappointment of auditors

The Board **agreed** to recommend the reappointment of Crowe U.K. as the auditors of the company to the Annual General Meeting.

Finance Report

The Board received the Finance Report to February 2021 from the Chief Executive.

21/11 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

With continuing uncertainties around the lifting of coronavirus restrictions, a full Board Away Day in June would not be feasible. Instead it was agreed to have a session with an external speaker on wider developments in the sector and political environment in the afternoon following the Board Meeting.

21/12 Any other business

There was no other business.

21/13 Reflections on the meeting

21/14 Dates of future meetings

- Monday 28 June 2021 at 10.30am, followed by session with an external speaker (time tbc)
- Thursday 23 September at 10.30am
- Thursday 9 December 2021 at 10.30am

Sarah Liddell
Company Secretary
7 April 2021