



Minutes of the eightieth meeting of the Board of Directors, held as a virtual meeting on 7 December 2022

Present: Dame Suzi Leather (Chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Dave Hall, Martin Kirke, Andy Mack, Jonathan Rees, Jon Renyard, Sophie Williams

Apologies: Chloe Field (Natasha Dhumma)

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Orla Tarn (proposed NUS Nominated Director), as an observer
Michaela Hanbuerger (Head of HR)
Christine Child (Adjudication Manager)
Anda Albu (Executive Assistant) (note-taker)

22/40 Chair's business

There was no Chair's business.

22/41 Membership

The Chair welcomed Orla Tarn (proposed NUS Nominated Director) as an observer, Michaela Hanbuerger (Head of HR), Anda Albu (Executive Assistant), and Christine Child (Adjudication Manager) as staff observer.

22/42 Declarations of interests

There were no declarations of interests.

22/43 Minutes of the last meeting

The minutes of the seventy-ninth meeting of the Board held on 23 September 2022 were **approved**.

22/44 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.

All actions had been completed, were covered under other agenda items or an update provided, or were not yet due.

There were no further matters arising.

22/45 Nominations and Remuneration Committee

The Board received and considered proposals on Board Directors and related matters, and received the confirmed minutes of the twenty-seventh meeting of the Nominations and Remuneration Committee held on 3 October 2022 and the unconfirmed minutes of the twenty-eighth meeting of the Committee held on 23 November 2022.

Directors' terms of office and transitional remuneration arrangements

The proposals on Directors' terms of office aim to balance continuity through the transition to the new governance arrangements with refreshing the Board, as well as giving the incoming Chair the opportunity to be involved in some early recruitments. The Nominations and Remuneration Committee had looked at this in some detail, including how it maps onto the proposed governance arrangements. The requirements under the new arrangements are largely already met, but there is a need to work towards reducing the size of the Board a little as envisaged in the proposals.

The proposed small change to the previously agreed transitional remuneration arrangements would extend the transition to cover Independent Directors' further terms of office where these are agreed (even if not started) before the new governance arrangements are adopted.

Sophie Williams and Wendy Finlay left the meeting while their proposed further terms of office and the proposed change to the transitional remuneration arrangements (as they would benefit from these) were considered. The Board **approved** further two-year terms of office to 31 March 2025 for both, and **approved** the proposed amendment to the transitional remuneration arrangements.

Orla Tarn left the meeting while their proposed appointment to the Board was considered. While this is an NUS appointment as NUS Nominated Director under our current governance structure, in view of the imminent changes to this the Board considered the appropriate term of office. It was **agreed** that a term of office to the end of Orla's term as President of NUS Wales, 30 June 2024, would be appropriate. Chloe

Field will move from being NUS Nominated Director to become their Alternate Director, replacing Natasha Dhumma, and her term of office will continue until 30 June 2024 (her existing term).

The Board **approved** a further term of office for Kevin Mundy of two years until 31 March 2025.

The Board also **approved** the following recommendations from the Nominations and Remuneration Committee:

- Recruitment for a lay Director with financial expertise (also informed by the skills and experience and diversity audit) to begin in early 2023 to allow for a short handover period before Andy Mack leaves
- No further appointment to be made when Dave Hall leaves in June 2023
- Recruitment for a Director with a tertiary/post-compulsory education leadership/management (English sector) to begin in mid-late 2023 to replace Alistair Fitt.

Committee membership

The Board considered the proposed membership of the Nominations & Governance and People & Remuneration Committees, to be implemented alongside the new governance arrangements. This envisages all current Nominations and Remuneration Committee members continuing on at least one of the two new committees, guided by where their skills and experience are the best fit for the membership requirements, and two new members being appointed on the same basis. The question was raised as to whether it would be good governance practice to have the Director who has HR expertise on the Nominations & Governance Committee. It was noted that it is possible to co-opt members on to Committees as needed. It was **agreed** to approve the proposed membership of the two Committees.

Board diversity monitoring

The Board considered the proposed approach to Board diversity monitoring and the Board diversity questionnaire. These had been developed with input from the Diversity Steering Group and discussion at the Nominations and Remuneration Committee.

The approach to Board diversity monitoring, with amendments to be made to the questionnaire as agreed, was **approved**. The questionnaire will be circulated to Board members to complete.

Other Nominations and Remuneration Committee matters

Significant work has been done on our recruitment practices in recent years to try to improve the diversity of our workforce, and we are continuing to work on this. The Board

was positive about the progress made. There has also been renewed focus on celebrating diversity within the organisation.

Staff wellbeing remains a high priority, including in the context of hybrid working.

22/46 Risk and Audit Committee

The Board received an update on organisational risks from the Chief Executive and the unconfirmed minutes of the thirty-second meeting of the Risk and Audit Committee held on 1 November 2022.

The Committee had interrogated the risks thoroughly, with a particular focus on the strategic risks.

The Committee had reviewed our risk appetite and were satisfied that it remains appropriate.

There was some discussion of data protection, including the steps taken to minimise breaches.

The Board received the annual report on health and safety.

The Board thanked the Committee for its work.

22/47 Report from the Independent Adjudicator and the Chief Executive

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive including the draft Operating Report 2022 and Operating Plan 2023.

The Operating Report and Operating Plan are based around our four strategic priorities, reviewing complaints fairly and independently, sharing learning to improve practice, and working effectively with others in the wider regulatory framework, underpinned by continually developing our organisation.

The Report includes performance against the KPIs. Progress is reported on both ongoing areas of work and significant developments, including the expansion of our remit in Wales, the changes to our governance, the Independent Adjudicator appointment and the update to the Good Practice Framework.

The Plan will cover the next phases of many of this year's significant developments, and the recruitment of a new Chair. It will include continuing work across all key areas, including managing our increased caseload effectively, engaging with challenges and

developments in our external environment, and further growth and development of our organisation.

There has been a change in UK government ministers with responsibilities relevant to our role. We will engage with the new ministers and we continue to meet regularly with officials.

The Higher Education (Freedom of Speech) Bill is currently at the report stage. We are still concerned that the provisions of the Bill will be confusing for students in terms of routes to complain, but we have had assurances about provision of guidance and careful implementation.

In Wales we have had positive meetings with the Welsh government. Implementation of the new legislation is a very substantial task and is moving slowly.

We have given evidence at a session of the taskforce on antisemitism in higher education chaired by Lord Mann, also attended by other sector organisations.

We have continued to take steps to manage our casework effectively.

Responses to the consultation on the draft updated Good Practice Framework: Handling complaints and academic appeals have largely been positive. The final version has now been published.

We continue to benefit from our Advisory Panels. The recent Higher Education Advisory Panel meeting provided valuable insights into issues in the sector, and this also feeds into our outreach work.

There was discussion of some current issues in the sector, in particular concerns around international student recruitment and the experience of international students. While international students have long been over-represented in complaints to us, there is potential for an increase in complaints in the current circumstances.

22/48 KPIs

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

22/49 Financial matters

The Board received the Finance Report to October 2022 from the Chief Executive.

22/50 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

The Board **agreed** to hold the March AGM in the new format of a lunch and afternoon session.

The Register of Interests was noted. Board members were asked to send Leadership Office any changes or updates to the Register or to their biographies by the end of the following week. Involvement of a close family member with a higher education provider should be declared, and these are recorded on the public register as a family connection.

Board members were reminded that changes of details such as home address need to be notified to Leadership Office when they occur so that they can be updated with the Charity Commission and Companies House within the time limit.

The Register of Gifts and Hospitality was also noted.

22/51 Any other business

There was discussion of replacing the current language of Justified, Partly Justified and Not Justified used in Complaint Outcomes. The current language arises from the Higher Education Act 2004. A change in the Scheme Rules, and therefore a consultation, would be needed to formally replace these terms.

22/52 Reflections on the meeting

22/53 Dates of future meetings

- Friday 31 March 2023 at 10.30am
- Tuesday 27 June 2023 at 10.30am (followed by the Away Day on 28 June 2023)
- Friday 22 September 2023 at 10.30am
- Friday 8 December at 2023 10.30am

Sarah Liddell
Company Secretary

22 December 2022