



Minutes of the eighty-fourth meeting of the Board of Directors held on 13 December 2023

Present: Sim Scavazza (Chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Nicola Flint, Martin Kirke, Jonathan Rees, Jon Renyard, Orla Tarn

Apologies: Sophie Williams

Secretary: Sarah Liddell (Company Secretary)

In attendance: Ben Elger (Chief Executive)
Helen Megarry (Independent Adjudicator)
Kevin Mundy (Universities Wales Alternate Director)
Michaela Hanbuerger (Head of HR)
Rose Blake (Casework Administrator)
Jennifer Runde (Communications Officer) (note-taker)

23/41 Chair's business

Tributes were paid to the late Sir Eric Thomas, former Vice-Chancellor of the University of Bristol and Chair of UUK, who had made a very significant contribution to the higher education sector and been a strong supporter of the OIA.

23/42 Membership

The Chair welcomed Kevin Mundy (Universities Wales Alternate Director) as an observer, Michaela Hanbuerger (Head of HR), and Rose Blake as staff observer.

23/43 Declarations of interests

Alastair Fitt declared a connection with EM Normandie UK Limited. There were no further declarations of interests.

23/44 Minutes of the last meeting

The minutes of the eighty-third meeting of the Board held on 22 September 2023 were **approved**.

It was confirmed that the minutes of the Board's meetings published on our website are abbreviated in line with the principles previously agreed with the Board.

23/45 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 were either covered under other agenda items or not yet due. There were no further matters arising.

23/46 Nominations & Governance Committee and related matters

The Board received an update on Nominations & Governance Committee and related matters and the unconfirmed minutes of the second meeting of the Nominations & Governance Committee held on 5 October 2023.

Thanks were noted to Alistair Fitt for being willing to continue on the OIA Board for a further year to 31 December 2024 and to Board members for approving this by email. UUK has confirmed its support for the extended term so this is now fully confirmed.

Thanks were also noted to Kevin Mundy for his willingness in principle to continue on the OIA Board after leaving Bangor University. This would initially mean continuing as Universities Wales Alternate Director and we currently are exploring this possibility.

23/47 People & Remuneration Committee

The Board received the unconfirmed minutes of the first meeting of the People & Remuneration Committee held on 30 November 2023.

This was the first meeting of this Committee since the split of the former Nominations and Remuneration Committee into the Nominations & Governance Committee and the People & Remuneration Committee and initial indications are that the split is working well.

The Committee had looked at data and trends in appraisals and increments and in the organisational profile, and had a good discussion of possible further developments.

23/48 Risk & Audit Committee

The Board received an update on organisational risks from the Chief Executive and the unconfirmed minutes of the thirty-fourth meeting of the Risk & Audit Committee held on

2 November 2023, and noted the points the Committee had identified for the Board's attention.

The Chair of the Risk & Audit Committee reported that the Committee had thoroughly discussed the risks and was satisfied that they are being managed appropriately.

The Committee had discussed the challenges in our external environment, noting the fragility, anxiety and uncertainty in the sector with multiple live issues including financial pressures, the upcoming election, and developments around free speech.

There was discussion of developments in Wales. The overall timetable for the implementation of the Tertiary Education and Research (Wales) Act has been delayed. There are complexities in bringing together the different sectors that are being worked through. The delay means that we are unlikely to be able to start our phased expansion before September 2025.

People-related risks, in particular the successions at senior level, have been well managed and organisational momentum has been maintained through the transitions.

We need to make sure that we keep up with digital developments in how students may want to access our service and that we have people with the right skills. It was **agreed** that further work on this should be taken forward.

It was **agreed** that the Committee would look again at cyber security risks.

It was noted that it will be important to continue to focus on minimising the number of data protection breaches. We will continue to look for opportunities to minimise the risk in our systems and processes as well as through staff training.

Overall the Board was positive about the papers provided and the Committee's work, and was satisfied that risks are being managed appropriately. It was noted that organisational risks are monitored and discussed throughout the year and across all of the Board's Committees.

23/49 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 2023 and Operating Plan 2024.

The coming year will be the last under the current strategic cycle. The Operating Plan for 2024 talks about the forthcoming strategic review, which will form the basis of the next strategic cycle, as well as setting out the plans for the year under the current cycle.

It was **agreed** to make some small amendments to the opening paragraphs of the Operating Report and Operating Plan to present our work more effectively.

In our external environment there is unprecedented nervousness about the sustainability of the HE model, especially around international students. This is particularly acute for smaller less financially robust providers but is also evident in some larger providers, and some providers are having to make redundancies. This is prompting greater focus on protection for students in the event of closures. We have learning from our experience of previous closures to contribute and we are highlighting that current student protection arrangements are not adequate in the increasingly likely event of a closure where it is not possible for students to transfer to another provider. We are continuing to engage with OfS on this.

We are also engaging with the OfS as they move towards the implementation of aspects of the new free speech legislation including the free speech complaints scheme. It was noted that for students and students' unions there are much more pressing concerns such as the cost of living and housing.

We are continuing to have discussions with political parties ahead of the forthcoming election.

We are continuing to engage with developments around the group legal action against UCL. We are being clear about our independence and that our role is distinct from UCL's and we have no direct role in the litigation process. The Board was supportive of the approach.

Our casework performance is in a strong position and on a good trajectory.

We are continuing to focus on aged cases and the number of these has reduced.

In our casework EDI workstream we have taken forward the plan agreed with the Board in June, starting with looking at data on complaints from disabled students. We are now thinking about the [learning] to engage with the sector about how we might best do that, including feeding into other groups such as the Disabled Student Commitment Partner Group and the mental health taskforce. The Board was positive about this work, especially given the very substantial increase in reported disabilities and mental health issues in the student population, and was supportive of making mental health a focus as it is prevalent in complaints to us and more widely a live issue in the sector.

EDI considerations will be an important part of the upcoming strategic review.

23/50 KPIs

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

23/51 Financial matters

The Board received and considered the Finance Report to October 2023 from the Chief Executive.

23/52 Application to join the Scheme as a non-qualifying institution

The Board received and considered an application from EM Normandie UK Limited to join the OIA Scheme as a non-qualifying institution.

The Board **approved** the application, subject to [some] requirements. The date of becoming a member will be agreed with EM Normandie UK Limited.

23/53 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

For the upcoming consultation on our Scheme Rules, we are now proposing to decouple the changes relating to the expansion of our remit in Wales because of the delayed timeframe, and to consult separately on those at a later date. No other significant changes are proposed to the version brought to the Board in September. The Board **agreed** that the version for the upcoming consultation can be finalised with Andrew Chandler and Sim Scavazza. The amendments to the Guidance on the Rules agreed at the September Board will be made alongside the first set of changes.

Board members were thanked for the updates they had provided for the Register of Interests and biographies and asked to provide any further updates by the end of the week. No related party transactions were declared. It was noted that any other significant changes to Board members' details such as a new address need to be notified to the Company Secretary when they occur.

The Board received the Register of Gifts and Hospitality.

23/54 Any other business

There was no other business.

23/55 Reflections on the meeting

The Chair invited Board members to send her any reflections on the meeting.

23/56 Dates of future meetings

- Wednesday 27 March 2024 at 2pm
- Away Day: Wednesday 8 to Thursday 9 May 2024 (timings tbc)
- Thursday 27 June 2024 at 10.30am
- Thursday 26 September 2024 at 10.30am
- Thursday 12 December 2024 at 10.30am

Sarah Liddell
Company Secretary

4 January 2024