

Minutes of the eighty-ninth meeting of the Board of Directors held on 27 March 2025

Present: Sim Scavazza (Chair)
Adesewa Adebisi, Wendy Finlay, Nicola Flint, Martin Kirke, Kevin Mundy, Jonathan Rees, Alex Stanley, Sophie Williams

Apologies: Andrew Chandler

Secretary: Catherine Mountford (Interim Head of Leadership Office)

In attendance: Ben Elger (Chief Executive)
Helen Megarry (Independent Adjudicator)
Charlotte Corrish (Head of Public Policy)
Aimee Champion (Assistant Adjudicator)

25/01 Chair's business

There was no Chair's business.

25/02 Membership and welcome

The Chair welcomed Charlotte Corrish (Head of Public Policy) and Aimee Champion (Assistant Adjudicator) as a staff observer.

25/03 Declarations of interests

Wendy Finlay declared a new interest; the University College of Estate Management is exploring a potential merger with the London School of Architecture.

25/04 Minutes of the last meeting

The minutes of the eighty-eighth meeting of the Board held on 12 December 2024 were **approved**.

25/05 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.

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

There were no further matters arising.

25/06 Trustees' Annual Report and Financial Statements for 2024

The Board received and considered the minutes of the thirty-seventh meeting of the Risk & Audit Committee held on 3 March 2025 and the Trustees' Annual Report and Financial Statements for 2024, which had been considered at the Committee's meeting.

The Board **approved** the audited Trustees' Annual Report and Financial Statements for 2024 to be submitted to the Annual General Meeting of the Company following the Board meeting.

The Board also **approved** the letter of representation to the auditors.

The Risk & Audit Committee had also discussed organisational risks and signed off the Risk Management Policy.

25/07 Nominations & Governance Committee and related matters

The Board received an update on Nominations & Governance Committee matters and the unconfirmed minutes of the fifth meeting of the Nominations & Governance Committee held on 5 February 2025.

The Board considered and **approved** the following recommendations from the Committee:

- To continue the revised arrangements for chairing committees with a review of effectiveness becoming part of the annual review of governance.
- To allow all Board directors to be considered as committee Chairs whilst ensuring this does not jeopardise the independence of the OIA.
- Andrew Chandler to move from being a member of the People & Remuneration Committee to being a member of the Risk & Audit Committee.

25/08 Report from the Independent Adjudicator and the Chief Executive

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive. The content of this report had changed as most was now covered in the new Strategic Review and Operating Plan 2025 update.

The external environment remains challenging and extensive media reports in the last week have covered issues related to franchising and the fine for University of Sussex following the OfS investigation related to free speech. One of the key issues we have highlighted in franchising arrangements is awarding bodies who are not members of our scheme as this limits the redress available for students.

Good progress was being made preparing for the move to the new premises. The additional work was progressing slightly ahead of schedule. We have not finalised our move date yet.

Our casework performance over the year was very strong and we kept ahead of rising receipts. The on-going increase in caseload continues to be managed actively. Recruitment campaigns will be sequenced to reflect internal movement and maintain capacity.

Whilst there was a large increase in pre-action protocols there was only a very modest increase in judicial review claims (of which only two were granted permission to proceed).

Board members warmly congratulated the team on such strong performance and improvement in productivity.

25/09 Strategic review and Operating Plan 2025 update

The Board received and considered a report on developing the four work plans to take forward the priorities and the quarterly update on the Operating Plan from the Independent Adjudicator and the Chief Executive.

It was highlighted that work on communications, staff involvement, management and oversight of the workstreams that supported all the priority areas had been progressed. The following areas were highlighted and discussed.

Priority 1 Casework

Rise Associates, experts in their field, had been appointed to undertake a review of the accessibility and inclusivity of our current processes and to advise on best practice.

Work on reviewing how we interpret our role has commenced. We are seeking to differentiate between aspects of our role that are fixed and those where we have exercised discretion in our interpretation.

Priority 2 Stakeholder engagement

The Government decision on approach to implementation of the Higher Education (Freedom of Speech) Act 2023 supported our role in reviewing student complaints. There will be complexities to address, including in discussion with OfS, and it is likely the system will be tested.

Work to prepare for our expansion in Wales continued. Our priority is to ensure that there is enough time to prepare colleges and other providers.

The publication of our harassment and sexual misconduct case summaries generated wide interest and requests to be involved in development of a new section of the Good Practice Framework.

The Board welcomed the Engagement, Impact and Improvement strategy.

25/10 Non-compliance report

The Board received and considered a report on non-compliance from the Independent Adjudicator.

It was recognised that it was rare for the Board to receive reports of non-compliance and again the case involved unusual circumstances as the provider had gone into liquidation, so our normal processes do not work and there is no recourse for the student.

25/11 KPIs

The Board received and considered a report on KPIs from the Chief Executive. As highlighted in the IA & CE Report, performance remains strong.

25/12 Financial matters

The Board received the minutes of the fortieth meeting of the Finance Committee held on 3 March 2025 and the Finance Report to February 2024 from the Chief Executive.

25/13 Governance report

The Board received the quarterly report on governance from the Interim Head of Leadership Office.

25/14 Any other business

This was the last meeting for Kevin Mundy who has reached the end of his term of office as the Universities Wales Nominated Director. On behalf of the Board, the Chair thanked him for his hugely valuable contribution to the Board.

There was no further other business.

25/15 Reflections on the meeting

The Chair invited Board members to send her or the Senior Leadership Team any reflections on the meeting particularly on flow and the development of the new reporting.

25/16 Dates of future meetings

- Away Day on 6-7 May 2025
- Wednesday 25 June 2025 at 10.30am (on-line)
- Thursday 25 September 2025 at 10.30am (on-line)
- Thursday 11 December 2025 at 10.30am (in-person)

Catherine Mountford
Interim Head of Leadership Office

2 April 2024