

## **Minutes of the eighty-fifth meeting of the Board of Directors held on 27 March 2024**

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

Apologies: William Callaway

Secretary: Sarah Liddell (Company Secretary)

In attendance: Ben Elger (Chief Executive)  
Helen Megarry (Independent Adjudicator)  
Cathy Green (Head of Operational Services)  
Dr Nicola Wilkes (Assistant Adjudicator)  
Jennifer Runde (Communications Officer) (note-taker)

### **24/01 Chair's business**

There was no Chair's business.

### **24/02 Membership**

The Chair welcomed Cathy Green (Head of Operational Services) and Dr Nicola Wilkes as a staff observer.

### **24/03 Declarations of interests**

There were no declarations of interests.

### **24/04 Minutes of the last meeting**

The minutes of the eighty-fourth meeting of the Board held on 13 December 2023 were **approved**.

## **24/05 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.

## **24/06 Nominations & Governance Committee and related matters**

The Board received an update on Nominations & Governance Committee matters and the unconfirmed minutes of the third meeting of the Nominations & Governance Committee held on 5 February 2024.

Since the Committee's meeting it has become clearer that it would be beneficial to put back the recruitment of a new Director with Welsh expertise. The Board **approved** putting back this recruitment. The Board was satisfied that the proposed role description/person specification was up to date and covered the requirements and **approved** it.

The current NUS Nominated and Alternate Directors reach the end of their terms of office in June. The preferred option for succession arrangements is to ask NUS to nominate in the usual way under the existing Articles.

The Board considered and **approved** the proposed changes to chairing arrangements for Committees. Andrew Chandler, Martin Kirke and Nicola Flint will take on chairing the Nominations & Governance, People & Remuneration and Finance Committees respectively for an initial trial period of one year.

The Board **approved** the Committee's proposal that no changes should be made to Board delegations as the current arrangements are working well.

The Board also **approved** the Committee's proposal that the most helpful ways for the Board to contribute to the strategic review should be revisited once the initial stages have progressed and the scope and focus of the review is clearer. The strategic review session with the Board on 9 May will be an early opportunity for Board input and the position will be reviewed after that.

## **24/07 Report from the Independent Adjudicator and the Chief Executive and report on KPIs**

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive. This was considered together with the report on KPIs from the Chief Executive.

The resignation of Robert Halfon as Minister for Skills, Apprenticeships and Higher Education and the appointment of Luke Hall as his replacement was noted.

OfS's preparations for their new free speech complaints scheme are in a key phase. Many of the sector responses to the consultation raised concerns but commented positively about the OIA and how we work, and encouraged the OfS to take a similar approach to help avoid confusion. A further consultation has just begun on proposed guidance on freedom of speech.

The most likely effect for us is a high level of confusion around complaints involving free speech. This would be exacerbated if the OfS does not amend some of its proposals, for example if it does not require complaints to go through internal procedures first. We plan to produce our own guidance for providers and students about routes for complaints involving free speech, and we will continue to try to join up with OfS.

We had a constructive session with Sir David Behan to feed into his review of the OfS. It is anticipated that he will progress his review quickly.

In Wales Lynne Neagle has replaced Jeremy Miles as Cabinet Secretary for Education. We have continued to meet regularly with Welsh government officials. Progress with the overall implementation of the changes to the tertiary sector remains slow but we are continuing to move towards the expansion of our remit aligned to the wider timetable.

The large group legal action is now expected to progress slowly through the courts following the announcement in February that UCL and the lawyers acting on behalf of students had mutually agreed to lift the stay on High Court proceedings.

The financial context in the sector is very difficult. The view that current arrangements are not sustainable for students or providers and that the whole funding model is broken has crystallised over the last few months. Many providers have announced significant cuts and there is increasing concern about student finance arrangements and about the reliance on international student fees to fund teaching in the context of stagnant home student fees. It was noted that the situation has escalated quickly, made even more difficult for some providers by high pensions costs.

Better protection for students in the event of a provider closure is one of our long-term goals. We are taking the opportunity to promote engagement with this and our work on it is being welcomed by both students and providers. There are a number of potential options such as legislative protection or an insurance scheme. The Board reaffirmed the importance of this work and the increasing need for it in the current context. It was noted that although we can contribute, an overall solution is beyond our remit. It may be helpful to re-highlight some of our existing guidance and expectations, for example around course closures. If there is a closure risk, where possible we try to get involved at an early stage to promote focus on minimising the impact on students and to try to avoid a situation where students are left without a remedy because the provider has closed and there are no funds available.

Our casework performance has been very strong over the last quarter despite the continuing high level of receipts. Board members warmly congratulated the team on such strong performance.

We have also progressed work to look at why students come to us prematurely and what more we may be able to do to reduce this.

During the last quarter we published the revised Delivering learning opportunities with others section of the Good Practice Framework, some case summaries of complaints relating to accommodation, and a casework note and accompanying case summaries on placements, as well as maintaining a high level of outreach activity.

There was some discussion of concerns around academic misconduct cases involving students using ChatGPT or similar. This is not a new issue and it is important that providers engage with it constructively as well as taking steps to identify those who misuse it in assessments.

## **24/08 Financial matters**

The Board received and considered the minutes of the thirty-fifth meeting of the Risk & Audit Committee held on 4 March 2024 and the Trustees' Annual Report and Financial Statements for 2023, which had been considered at the Committee's meeting.

The Board **approved** the audited Trustees' Annual Report and Financial Statements for 2023 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 Board considered the proposed plan to tender for new auditors. As it is considered good practice to avoid being without an auditor at any time, the Board **agreed** to recommend to the AGM that Crowe U.K. be reappointed as the OIA's auditors in the short term.

The Risk & Audit Committee had also discussed organisational risks, focusing on the strategic risks.

The Board received the minutes of the thirty-eighth meeting of the Finance Committee held on 4 March 2024 and the Finance Report to February 2024 from the Chief Executive.

#### **24/09 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

#### **24/10 Any other business**

#### **24/11 Reflections on the meeting**

The Chair invited Board members to send her or the Senior Leadership Team any reflections on the meeting.

#### **24/12 Dates of future meetings**

- Away Day on 8-9 May 2024
- 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

8 April 2024