



Minutes of the seventy-sixth meeting of the Board of Directors, held as a virtual meeting on 9 December 2021

Present: Andy Mack (Deputy Chair) (in the chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Hillary Gyebi-Ababio, Martin Kirke, Jonathan Rees, Jon Renyard, Sophie Williams

Apologies: Dame Suzi Leather, Dave Hall

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Michaela Hanbuerger (Head of HR)
Sarah Smith (Senior Case-handler)
Jennifer Runde (Communications Officer)

21/43 Chair's business

There was no Chair's business.

21/44 Membership

The Deputy Chair welcomed Michaela Hanbuerger (Head of HR), Jennifer Runde (Communications Officer) and Sarah Smith (Senior Case-handler) as staff observer to the meeting.

21/45 Declarations of interests

There were no declarations of interest.

21/46 Minutes of the last meeting

The minutes of the seventy-fifth meeting of the Board held on 23 September 2021 were **approved**.

21/47 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.

21/48 Risk and Audit Committee

The Board received an update on organisational risks from the Chief Executive and the unconfirmed minutes of the thirtieth meeting of the Risk and Audit Committee held on 1 November 2021.

The Committee's meeting had been the first with Jonathan Rees as chair. Jonathan thanked the executive for their work in preparing the papers.

We have reviewed how we express risk appetite to take a more holistic view. It was **agreed** that it would be helpful to include in the Risk Appetite Statement itself that our overall approach to risk and risk appetite is reviewed regularly. Organisational risks are considered in both of the Risk and Audit Committee meetings that take place each year and at the Board meetings to which they report, and are often included in the Board Away Day and elsewhere at governance level as appropriate, as well as being actively considered at Management Group level.

The Committee had fully considered organisational risks and the Risk Register, with a focus on the strategic risks. The Committee had concluded that the staff team is doing as much as is possible to mitigate the strategic risks, and more widely that organisational risks overall are being managed well.

The Board was positive about the addition of a risk heat map which visually represents organisational risks.

The Board thank the Committee for its work.

21/49 Nominations and Remuneration Committee

The Board received the unconfirmed minutes of the twenty-fourth meeting of the Nominations and Remuneration Committee held on 16 November 2021 and considered related matters.

The Committee had thoroughly considered increment statistics and information about the wider staffing profile. The organisation has had a successful period of growth and development notwithstanding the significant challenges of the pandemic.

Board Directors' terms of office had been considered in the context of the governance review. All Directors with terms of office under consideration had indicated their willingness to continue serving, and thanks were noted to them for being accommodating.

Hillary Gyebi-Ababio noted that it would be helpful for her successor to be able to attend a Board meeting before she leaves to support an effective handover.

Martin Kirke and Alistair Fitt left the meeting while their terms of office were considered.

The Board **approved** the proposals from the Committee (subject where applicable to the agreement of the nominating bodies):

- Martin Kirke to serve a second three-year term to 30 June 2025
- Dave Hall (AHUA) to serve a further one-year term to 30 June 2023
- Alistair Fitt (UUK) to serve a further term of around 18 months to 31 December 2023
- When Hillary Gyebi-Ababio's NUS and OIA Board terms of office end in June 2022, her successor to be appointed to our Board for two years
- Kevin Mundy (Universities Wales) to serve a one-year second term in the first instance, to 28 Feb 2023.

21/50 Report from the Independent Adjudicator and the Chief Executive

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive.

The Board received and considered the draft Operating Report 2021 and Plan 2022. We have delivered on almost all of the Operating Plan for 2021 despite the challenging circumstances. The 2022 Plan is again organised under our four strategic priorities. This structure continues to work well and connects into team-level planning and individual objectives.

We have continued to meet regularly with the Department for Education about free speech. There are unresolved issues such as how the Director can combine being a champion of free speech and the arbiter of complaints and how best to ensure that information for students on where they should take their concerns is clear. It is likely that the Bill will be discussed by the House of Lords early in the new year.

In Wales the Tertiary Education and Research (Wales) Bill is now in the Senedd. We have attended a stakeholder meeting.

Board members who are in the sector shared their recent experiences.

Our biennial audit as the alternative dispute resolution body for higher education complaints has recently been carried out by the Chartered Trading Standards Institute. The formal report is expected in the new year.

Student feedback and satisfaction remain broadly unchanged, which is positive given the environment we have been operating in. It was noted that as numbers are quite small and those choosing to complete the feedback surveys are self-selecting, some fluctuations are to be expected and caution is needed in drawing conclusions. It was **agreed** to include response numbers in the feedback report going forward. We also continue to monitor qualitative feedback.

We will be taking forward work to review the first section of the Good Practice Framework in the new year. Our outreach programme is continuing. We are now finding it easier to recruit participants for our student discussion groups due to strengthened links with student representative bodies. A small number of planned face-to-face visits to providers have been postponed to the new year.

We have received enquiries from international students who are concerned about being required to attend face-to-face teaching from January. We are contacting the providers involved to try to make sure that the students are guided through the internal complaints processes so that they don't come to us prematurely.

There are also some concerns around students on healthcare courses, in particular in relation to vaccination requirements. It is too soon for this to be reflected in complaints to us but we are monitoring developments closely.

We plan to adopt a Commitment to Kindness statement. This is closely based on the statement developed by the Kindness Leadership Network. It aligns well with our organisational values and we have discussed it with our Kindness Champions.

We had been moving towards more hybrid working and have recently had more people working in the office. Following the latest government advice, we have now moved to having the office open just for those who find it very difficult to work from home.

The Board had its annual discussion of equality, diversity and inclusion (EDI), supported by the information provided. Implementation of the agreed workstreams on

students/casework and staff/recruitment is progressing (the third workstream, Board diversity, is largely on hold pending progress with the governance review). It was noted that it is helpful that these key areas of strategic focus for our EDI work are clearly defined. The Diversity Steering Group, comprising Board Directors with expertise in this area and relevant senior managers, last met in October and discussed progress, and will meet again in the new year. It was noted that information from for example our student discussion groups can provide useful insights to support our EDI work.

21/51 KPIs

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

We remain highly focused on timeliness. The Board recognised that work to address this is ongoing but that it is challenging. Progress with older cases is closely monitored.

We have developed how we support students while they are waiting for their complaints to be allocated to a case-handler for review. We also provide information for students on our website about likely timescales, including that more complex cases are likely to take longer.

21/52 Financial matters

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

21/53 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary, including the Register of Interests and the Register of Gifts and Hospitality.

Thanks were noted to Board members who had provided updates to their declared interests and their biographies. It was **agreed** to include on the Register of Gifts and Hospitality the name of the recipient. The Register is monitored by the Board.

We continue to take steps to protect health and safety and support wellbeing. We have introduced a Menopause Policy. Colleagues can request adjustments, and we are working to raise awareness.

21/54 Any other business

There was no other business.

21/55 Reflections on the meeting

21/56 Dates of future meetings

- Wednesday 30 March 2022 at 10.30am
- Tuesday 28 June 2022 at 10.30am (Away Day: 28-29 June 2022)
- Friday 23 September 2022 at 10.30am
- Wednesday 7 December 2022 at 10.30am

Sarah Liddell
Company Secretary
15 December 2021