



## **Minutes of the sixty-ninth meeting of the Board of Directors, held as a virtual meeting on 31 March 2020**

**Present:** Dame Suzi Leather (Chair)  
Adesewa Adebisi, William Callaway, Andrew Chandler, Professor Geoffrey Elliott, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Dave Hall, Martin Kirke, Andy Mack, Jonathan Rees, Claire Sosienski Smith, Dr Diana Walford, Sophie Williams

**Apologies:** None

**Secretary:** Sarah Liddell (Company Secretary)

**In Attendance:** Ben Elger (Chief Executive)  
Felicity Mitchell (Independent Adjudicator)  
Jo Nuckley (Head of Outreach and Insight)  
Rebecca Shipperley (Case-handler)  
Jennifer Runde (Communications Officer)

### **20/01 Chair's business**

The Chair noted the challenges that the OIA is facing as a result of the coronavirus situation, and the very serious impact on the higher education sector more widely, and emphasised the need for understanding in this context. Board members congratulated staff for a smooth transition to full home working and thanked those involved in the preparation work that enabled this, in particular the Data and Technology team.

The Board congratulated the Office for achieving a significant increase in closures in 2019.

### **20/02 Membership**

The Board welcomed Adesewa Adebisi to her first Board meeting, Jo Nuckley (Head of Outreach and Insight), Jennifer Runde (Communications Officer), and Rebecca Shipperley (Case-handler) as staff observer.

### **20/03 Declarations of interests**

There were no declarations of interest.

### **20/04 Minutes of the last meeting**

The minutes of the sixty-eighth meeting of the Board held on 9 December 2019 were **approved**.

### **20/05 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.

It was noted that it may be helpful to extend some Directors' terms of office in the current circumstances and this will be considered over the next few months.

There is also a need to revisit priorities during these difficult times. The Senior Leadership Team will be considering the impact on plans for 2020 and will bring further information to the next meeting.

### **20/06 Report from the Independent Adjudicator and the Chief Executive**

The Board received the quarterly report from the Independent Adjudicator and the Chief Executive, including an update on how the organisation is responding to the coronavirus situation.

One of our top priorities has been the welfare of staff. Policies around sick pay have been adjusted to cover any staff member who becomes ill or must care for a dependent with coronavirus, regardless of their length of service. We have a number of staff who are balancing work with childcare and we are taking a manager-led, flexible approach to support them. Managers are checking in frequently with staff in their teams,. All staff have access to specialist external support through our employee assistance programme. Many are using our workplace social media forum to support each other. Martin Kirke offered to share some further resources and information.

Recruitment of new staff has largely been paused. We are keeping open the possibility of further recruitment in the longer-term, particularly if caseload continues to increase, but both our caseload and our capacity are difficult to predict in the current circumstances. The induction and support of any new staff would need to be managed very carefully.

The developments to our IT infrastructure mean that we are well placed for full remote working and our systems have largely been stable. RingCentral, our new phone software which enables us to make and take calls remotely, has been particularly valuable.

Our financial position is still sound.

Board members then shared their experiences of the impact so far in the sector and possible longer-term implications.

It is clear that the impact on providers is profound. In addition to immediate challenges such as moving teaching online, many are facing major financial issues. It is likely that admissions, particularly of international students, will be significantly lower next year. It is currently uncertain whether there will be a government-led response to help the sector as a whole. Students are greatly affected too, experiencing significant disruption to their studies with uncertainty about their assessments especially on courses with professional accreditation, and concern over how much if any of their tuition fees or accommodation costs they will get back. Student representative bodies are facing real challenges in trying to support both students and their own staff including student staff.

In terms of the implications of the coronavirus situation for our own work, it is too soon to evaluate these fully. We are continuing to actively manage our caseload, including through using our flexible workforce approach to focus staff resources where they are most needed. The face-to-face element of our outreach work has been paused. We have moved some of this online but we are monitoring the appetite for this and taking a cautious approach to promoting it. The briefing note for providers and the FAQs for students we published have been largely well received. The data collection project will continue but in a low-profile way, as we recognise that this will be low priority for providers.

The Board **agreed** that its Away Day planned for June should not now take place, but that Board members would continue to hold the afternoon of 23 June (following the Board meeting) in their diaries for now.

We are maintaining contact with key organisations in the sector while recognising that focus and attention are necessarily directed on managing the response to the coronavirus situation.

The NQI Protocol has been revised to bring it in line with our current Rules and to update the language. There are no material changes. The Protocol was **approved** subject to finalising possible amendments with Andrew Chandler and the Chair.

We are monitoring complaints arising from the industrial action at the end of last year and in February/March. Many of those received in relation to the most recent action are not currently eligible as they have not yet completed the providers' internal processes, but may come back to us at a later date.

We have recently agreed a memorandum of understanding with the Solicitors Regulation Authority. We will continue to make providers aware that we share information with regulatory bodies.

Our next externally led staff engagement survey was planned for the summer. We still hope to progress this but may have to reconsider timings.

It was also noted that the premises refurbishment is now almost complete.

## **20/07 KPIs**

The Board received a report on KPIs from the Chief Executive. Case receipts remained at the high levels seen at the end of 2019 for the first part of this year. Closures remained strong.

The coronavirus situation makes it almost impossible to project patterns in case receipts, and creates uncertainty around our capacity. We are continuing to monitor both closely. We will advance cases wherever we can but we must also be mindful that many providers will have reduced capacity to handle complaints and engage with our processes.

## **20/08 Financial Matters**

### *Risk and Audit Committee*

The Board received the minutes of the twenty-seventh meeting of the Risk and Audit Committee held on 2 March 2020.

The Chair of the Committee reported that the auditors had once again been very complimentary about the preparation of the accounts and the audit process, and had not identified any concerns.

The Board **approved** the recommendation from the Risk and Audit Committee to reappoint Crowe U.K. as the auditors of the Company and **agreed** to recommend their reappointment to the Annual General Meeting.

The Committee had also considered the update on organisational risks.

#### *Finance Committee*

The Board received the minutes of the thirtieth meeting of the Finance Committee held on 2 March 2020.

#### *Trustees' Report and Financial Statements*

The Board received the Trustees' Report and Financial Statements for 2019.

As previously reported to the Board, the additional information now required by our auditors in light of the coronavirus situation has been added to the Report. The Board **approved** the Trustees' Report and Financial Statements for 2019 on a provisional basis subject to any additional requirements from Crowe U.K. as our auditors that may arise from the coronavirus situation, and **agreed** to recommend them to the Annual General Meeting on this basis.

#### *Finance Report*

The Board received the Finance Report to February 2020 from the Chief Executive.

#### **20/09 Governance membership review**

The Board received an update on the review of governance membership and the notes of the last Governance Working Group meeting.

The Board noted that good progress has been made so far. However, in the current context company members and other stakeholders are very unlikely to be able to engage effectively with the review. The Board therefore **approved** the recommendation from the Working Group to put the review on hold until the situation improves enough for engagement to be a realistic prospect, that we should write to company members to explain this, and that the Board would review the position at its December 2020 meeting.

#### **20/10 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

#### **20/11 Any other business**

There was no other business.

## **20/12 Reflections on the meeting**

## **20/13 Dates of future meetings**

- Tuesday 23 June 2020 at 10.30am; Board members to hold the afternoon of 23 June in their diaries (the Away Day itself planned for 23-24 June is now cancelled)
- Thursday 24 September 2020 at 10.30am
- Wednesday 9 December 2020 at 10.30am

Sarah Liddell  
Company Secretary  
8 April 2020