

Minutes of the eighty-eighth meeting of the Board of Directors held on 12 December 2024

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

Apologies: None

Secretary: Catherine Mountford (Interim Head of Leadership Office)

In attendance: Ben Elger (Chief Executive)
Helen Megarry (Independent Adjudicator)
Michaela Hanbuerger (Head of People & Culture)
Lisa Ivey (Communications & Service Improvements Officer)

24/39 Welcome and introductions

The Chair welcomed all to the meeting.

24/40 Declarations of interests

There were no declarations of interests in relation to the matters for discussion at this meeting.

24/41 Minutes of the last meeting

The minutes of the eighty-seventh meeting of the Board held on 26 September 2024 were **approved**.

24/42 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.

24/43 Nominations & Governance Committee and related matters

The Board received an update on Nominations & Governance Committee and related matters and the unconfirmed minutes of the fourth meeting of the Nominations & Governance Committee held on 14 October 2024.

The Chief Executive updated the Board on wider discussions related to the forthcoming recruitment.

The structure of Committees has changed, and we need to look at membership and the Nominations & Governance Committee have proposed principles to support this. The Board supported this approach with the proviso of also using the skills matrix and developing induction for new Board members on their role in committees.

24/44 Risk & Audit Committee

The Board received and considered an update on organisational risks from the Chief Executive and the unconfirmed minutes of the thirty-sixth meeting of the Risk & Audit Committee held on 11 November 2024.

The Chief Executive highlighted that the Risk Appetite Statement was presented to the Board, the only changes made had been to update the language considering the strategic review. The Committee had confirmed that it reflected an appetite that balanced prudence and flexibility to respond to new opportunities.

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. He confirmed that the Committee had considered a detailed annexe on Wales, and this would be presented to each meeting.

Overall, the Board was positive about the papers provided and the Committee's work and was satisfied that risks are being managed appropriately.

24/45 Report from the Independent Adjudicator and the Chief Executive

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

Our casework performance continues to be very strong, there is a high level of receipts (which are close to our projections for the year), which are up 18% year to date and in October we had the highest ever monthly receipts. Waiting times for open cases is

continuing to be held; 94% of cases were closed within 6 months and no cases are over a year.

Issues highlighted in a recent case have led to a proposed change to our process so when a course is delivered in partnership the partnering body can be informed at any stage. **This change was approved by the Board.**

The outreach team have undertaken a range of visits and published a set of case summaries covering student transfers which were met with supportive articles in Wonkhe and THE.

The Board congratulated the Independent Adjudicator and team on the sustained strong performance and the excellent case summaries.

The Board considered a range of issues related to financial sustainability of the sector. The fee increase announced in October will be mainly offset by the increase in employer NI contributions.

The outcomes of our staff engagement survey demonstrated high engagement and predominantly highly positive scores. The Management group will be considering the areas of focus, more detailed focus group reports and the results of the EDI survey in January and agree how this will be incorporated into the strategic review work plans. An update will be provided to the Board at its next meeting.

The Board made the following points.

- The Operating Report was to be commended.
The results of the staff survey were very good and should be reflected in the 2024 Operating Report.

24/46 Operating Plan 2025 and proposals for reporting on Strategic Review

The Board received and considered a paper on the development of the Operating Plan 2025 and proposals for reporting on the Strategic Review from the Independent Adjudicator and the Chief Executive.

Progress made since the last Board meeting were noted. A working group had been set up for each priority and terms of reference and work plans were being developed.

The draft 2025 Operating Plan had been prepared using these priorities with publication towards the end of January 2025. The Board suggested additions and amendments

which would be addressed in the further review and editing that would be completed before publication.

24/47 Non-compliance report

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

It was recognised that it was rare for the Board to receive reports of non-compliance and both cases had very specific issues. The circumstances of each case were outlined ensuring that the complainants could not be identified. There had been continued interaction with both providers to try and resolve matters prior to reporting to the Board.

24/48 KPIs

The Board received a report on KPIs from the Chief Executive. As highlighted in the Report from the Independent Adjudicator & Chief Executive, performance remains strong.

24/49 Financial matters

The Board received and considered the Finance Report to October 2024.

24/50 Governance report

The Board received and considered a governance report from the Interim Head of the Leadership Office.

It was noted that the new Articles of Association had been agreed by Company members and filed with Companies House and the Charity Commission.

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 month.

24/51 Any other business

This was the last meeting for Alistair Fitt who has reached the end of his term of office as the UUK Nominated Director. On behalf of the Board, the Chair and Chief Executive thanked him for his hugely valuable contribution over many years on the Board.

There was no further other business.

24/52 Dates of future meetings

- Thursday 27 March 2025 at 10.30am
- Away Day: from Tuesday 6 May at 4pm to 2pm on Wednesday 7 May 2025
- Wednesday 25 June 2025 at 10.30am
- Thursday 25 September 2025 at 10.30am
- Thursday 11 December 2025 at 10.30am

Catherine Mountford
Interim Head of Leadership Office

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