

Minutes of the eighty-seventh meeting of the Board of Directors held on 26 September 2024

Present: Sim Scavazza (Chair)
Adesewa Adebisi, Andrew Chandler, Professor Alistair Fitt, Wendy Finlay, Nicola Flint, Martin Kirke, 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)
Kevin Mundy (Universities Wales Alternate Director)
Charlotte Corrish (Head of Public Policy)
Chris Pinnell (Head of Casework Support and Resolution Team)
Dan Saward (Head of Digital Technology)
Carmel Stagg (Senior Case-handler)

24/27 Welcome and introductions

The Chair welcomed Alex Stanley (NUS Nominated Director) and Catherine Mountford to their first Board meetings. Charlotte Corrish, Chris Pinnell, Dan Saward, and Carmel Stagg as staff observer were also welcomed.

24/28 Declarations of interests

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

24/29 Minutes of the last meeting

The minutes of the eighty-sixth meeting of the Board held on 27 June 2024 were **approved**.

24/30 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.

It was confirmed that in line with Board approval in June NUS has nominated Hannah Sketchley (Campaigns & Influencing Manager) to attend meetings as an observer when their Nominated Director is unable to attend.

24/31 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 considered the impact on the sector following the election of the new government and appointment of the Interim Chair for the Office for Students (OfS). Implementation of the Higher Education (Freedom of Speech) Act 2023 had been paused and there was a greater recognition and focus on financial sustainability.

Addressing the issue of financial sustainability in the sector was complex and areas such as raising fees in line with inflation; provider cost sharing short of a merger; more support for maintenance/living costs for students; looking at the repayment mechanisms for student loans and being more welcoming of international students all appeared to be being considered.

We have continued to work with the Welsh government and increased our interaction with Medr (the regulator in Wales) about the expansion of our remit.

The introduction of the new condition of registration related to Sexual Harassment and Misconduct and how this might affect our work was considered. It was highlighted that this was a complex area as there are provider responsibilities potentially running alongside a criminal investigation.

Within the office we had a participation rate of 96% for our staff engagement survey.

Our casework performance continues to be very strong, there is a high level of receipts, and the closure rate remains good.

24/32 Strategic review progress update

The Board received and considered a paper on the progress of the strategic review from the Independent Adjudicator and the Chief Executive.

The process we have been working through has taken time and highlighted some differing views. The richness of the discussions has enabled all perspectives to be considered.

The Board were supportive of the work undertaken and made the following points:

- How do we ensure we value the strength of what we have and understand what good looks like? We need to be able to communicate what we are striving for and show how it is linked to the purpose and objectives.
- It will be important to get an agreed understanding of quality which incorporates efficiency and timeliness as well as the quality of the outcome/decision.
- Good to see that we are starting with delivering a good outcome for students and building what is required to support that including looking at culture and OD.

24/33 KPIs

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

The Board considered the KPIs for 2025. The Board **approved** keeping the existing KPIs as our measures of organisational performance for 2025, at their current levels.

24/34 Financial matters

The Board received and considered the Finance Report to July 2024, the unconfirmed minutes of the thirty-ninth meeting of the Finance Committee held on 10 September 2024 and a paper on the 2025 budget and subscriptions from the Chief Executive.

The Finance Committee had considered the proposed budget in detail, as well as looking at modelling of the longer term.

The Board **approved** the proposed budget for 2025 including the freeze/zero% increase to core subscription rate and a £5 per point increase in the case element of subscriptions this year to £255 (impacting case element payments in 2026).

24/35 Governance report

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

It was noted that draft amended Articles of Association had been prepared for the Charity. Some of the amendments to the Articles were regulated alterations which required prior written consent from the Charity Commission, and the Commission had provided its written consent to make those amendments.

The Directors **resolved**:

1. that the draft Articles were **approved**.
2. that the following resolution be put to the members of the Charity by way of a written special resolution: *“That the Articles of Association, a copy of which is attached to this Resolution, be adopted as the Articles of Association of the Charity in substitution for, and to the exclusion of, its existing Articles of Association.”*
3. that the Chief Executive with the Interim Head of the Leadership Office be authorised to prepare and finalise all documentation required to propose the above special resolution to the members, including a suitable explanatory note.
4. that, if the special resolution was passed by the members:
 - a. any director be authorised to sign a certificate of passing confirming that the special resolution was passed;
 - b. any director be authorised to sign Companies House Form CC04 confirming the changes to the Charity’s objects; and
 - c. the Chief Executive be authorised to make all necessary filings with Companies House and the Charity Commission.

The Board **noted** that given the pause in commencement of the Higher Education (Freedom of Speech Act) 2023 we will continue to operate under our current rules, and we have highlighted this on our website.

The Board **noted** there was unanimous approval of the appointment of UHY Ross Brooke as our auditors for an initial period of three years (to cover the audits of the 2024, 2025 and 2026 financial years).

24/36 Any other business

There was no other business.

24/37 Reflections on the meeting

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

24/38 Dates of future meetings

- Thursday 12 December 2024 at 10.30am
- 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

27 September 2024