

Abbreviated minutes of the sixtieth meeting of the Board of Directors held on 11 December 2017

- Present:** Dame Suzi Leather (Chair)
William Callaway, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Peter Forbes, Carey Haslam, Mark Humphriss, Andy Mack, Dr Martyn Thomas, Sophie Williams
- Apologies:** Amatey Doku, (Victoria Lowry), Professor Geoffrey Elliott, (Jon Renyard), Dr Andrew Purkis, Dr Simon Walford
- Secretary:** Sarah Liddell (Company Secretary)
- In Attendance:** Ben Elger (Interim Chief Executive)
Felicity Mitchell (Interim Independent Adjudicator)
David Messling (Assistant Adjudicator) (staff observer)

17/40 Chair's business

There was no Chair's business.

17/41 Membership

The Board welcomed David Messling, Assistant Adjudicator as staff observer to the meeting.

The Chair thanked Martyn Thomas and recorded her thanks to Dr Andrew Purkis on behalf of the Board for their outstanding contribution to the Board over the last seven years. She noted that Dr Purkis has agreed to continue to contribute to the Governance Working Group meeting and that there would be an opportunity to thank him in person at the next meeting of the Group. Dr Thomas thanked the Chair and noted how much he had enjoyed being part of the Board. He commended the high quality of the Board papers and minutes.

17/42 Declarations of Interests

There were no declarations of interest.

17/43 Minutes of recent meetings

The minutes of the fifty-ninth meeting of the Board held on 26 September 2017 were approved.

The Board received the confirmed minutes of the twenty-second meeting of the Risk and Audit Committee held on 2 November 2017.

Preparations for meeting the relevant requirements of the General Data Protection Regulation (GDPR) are well advanced.

The Board was pleased to note that a new audit manager has been assigned to this year's audit in line with good practice.

The Board received the unconfirmed minutes of the seventeenth meeting of the Nominations and Remuneration Committee held on 21 November 2017.

Interviews for Independent Directors will take place towards the end of January 2018.

The election for Deputy Chair will take place in January 2018. Arrangements for the election were outlined. Independent Directors are eligible to stand and were invited to put themselves forward to a vote by Nominated and Independent Directors.

The Board received the report of the first meeting of the Governance Working Group held on 24 November 2017.

The governance review will first address membership and then the effectiveness of governance structures (with external support).

17/44 Matters arising from the Minutes

The Board received a record of the matters arising from the minutes.

17/45 Report from the Independent Adjudicator and Chief Executive

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

The following were key areas of update and discussion:

Stakeholder Engagement

Membership of the OIA is currently the only condition (aside from offering higher education courses) that will currently apply to basic level entry onto the new OfS register of providers, giving the OIA a gateway role. Responsibility for relevant checks and maintaining the register will sit with OfS. The OIA and others are making representations to try to encourage additional requirements at basic level such as student protection plans to provide greater protection for students.

Student contracts remain a significant issue. It is proposed that the OIA is a member of a consumer benefit forum being established with DfE, CMA, and OfS to ensure a joined up approach.

It is expected that new members will join the OIA immediately under HERA from April 2018 as delivery partners of organisations on the register who are not currently members. The OIA is well prepared for onboarding these and any additional members that join under HERA. It is now clear that the definition of 'higher education' will be based on academic levels and that providers will need to identify their higher education courses on their websites.

A written response was submitted to the Welsh consultation and the OIA was positively received at a recent consultation event. Follow up will include meetings with the Welsh Government and with NUS Wales in January.

Operating Report 2017 and Plan 2018

The Report and Plan is based around organisational aims as set out in the Strategic Plan and is structured to meet audit, Companies House and Charity Commission requirements. It also covers the KPIs and will be included in the Annual Report. The Board noted that it was helpful to receive the Report and Plan at this meeting rather than in the following March as in previous years.

The OIA currently publishes public interest cases thematically. Possible approaches are being explored with a view to further developing the publication strategy.

Strategic priorities for the interim leadership

The strategic priorities identified for the interim leadership are closely related to the overall strategic direction as agreed with the Board and are intentionally aspirational.

Current work on ensuring that the OIA is appropriately positioned in the regulatory framework and extending access to the OIA Scheme is noted under Stakeholder Engagement above.

Improving the OIA's service through changing how we interact to be become more accessible and informal is another key priority. This is ongoing work which will take time to achieve. A whole-office Away Day will take place in January focused on service and communication.

Developing the good practice and outreach strategy is focused on raising awareness and understanding of the OIA, improving how we engage, and sharing good practice. Importantly the Outreach & Insight Team is creating good practice and outreach content which can be delivered by any case-handling staff member, ensuring efficiency and flexibility. The team is also researching how to evaluate the impact of our good practice

work, including different approaches to capturing feedback, and developing our understanding of and how we engage with student representative bodies.

Developing the way the OIA generates, captures and analyses complaints data has two main strands. Firstly work is taking place to improve analysis of our own data. The revised management structure reflects the importance of work in this area, and IT infrastructure improvements are facilitating developments. Secondly collection of data on formal student concerns is being explored. This has included a very positive first virtual meeting of a pilot group where there was consensus that such data could be valuable to both providers and students and that the OIA was well placed to lead this work.

Work with staff to further develop a collaborative culture, linked with work on values and follow up to the Employee Engagement Survey, is a key focus for organisational development.

The Board commended the senior leadership on their excellent work in developing the strategic priorities and the focus and momentum they demonstrate.

Employee Engagement Survey

The survey had been considered in detail by the Nominations and Remuneration Committee and was brought to the whole Board. The survey was very positive overall. There was discussion of whether the Board could do more to communicate with staff. It was agreed to look for natural opportunities to bring the Board and staff together and to hold one joint lunch a year.

Settlement

A review of the approach to settlement has recently been completed. There is clear guidance for case-handlers on when it might be helpful to attempt a settlement.

17/46 KPIs

The Board received a report on KPIs from the Interim Chief Executive. All KPIs are being met or exceeded except for settlement which is just below the KPI. It was noted that the same level of closures has been achieved with less resource compared with last year. Receipts have risen slightly.

17/47 Financial Matters

The Board received the Finance Report to October 2017 from the Interim Chief Executive.

17/48 Report from the Company Secretary

The Board received a report of Company Secretarial activity since the last Board meeting.

The change of Company Secretary was noted.

Peter Forbes and Carey Haslam left the meeting while the Board considered extensions to their terms of office. The Board noted their thanks to them for their willingness to serve an extended term and the extensions were **approved**.

The Register of Interests was reviewed and approved. Some changes notified outside of the meeting will be made and an updated version published.

17/49 Any other business

There was no other business.

17/50 Reflections on the meeting

17/51 Dates of future meetings

- Wednesday 28 March 2018 at 10.30am
- Tuesday 26 June 2018 at 10.30am (Away Day: 26-27 June 2018)
- Monday 24 September 2018 at 10.30am
- Wednesday 5 December 2018 at 10.30am

Sarah Liddell
Company Secretary
14 December 2017