office of the independent adjudicator

Abbreviated minutes of the sixty-first meeting of the Board of Directors held on 28 March 2018

Present:	Dame Suzi Leather (Chair) William Callaway, Professor Geoffrey Elliott, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Peter Forbes, Carey Haslam, Mark Humphriss, Andy Mack, Jonathan Rees, Simon Walford, Sophie Williams
Apologies:	Amatey Doku (Gareth Lindop)
Secretary:	Sarah Liddell (Company Secretary)
In Attendance:	Ben Elger (Interim Chief Executive) Felicity Mitchell (Interim Independent Adjudicator) Siobhan Hohls (Head of Outreach & Insight Team) Ossian Elkington (Casework Analyst & Researcher) (staff observer)

There was a closed session of the Board prior to the main meeting.

18/01 Membership

The Board welcomed Jonathan Rees (Independent Director) to his first Board meeting, Ossian Elkington (Casework Analyst & Researcher) as staff observer and Siobhan Hohls (Head of Outreach & Insight Team), and congratulated Andy Mack on his election as Deputy Chair. The appointments of Gareth Lindop as Alternate Director for NUS and of Andrew Chandler as an Independent Director from 1 April 2018 were noted.

Amatey Doku and Gareth Lindop were unable to attend the meeting as they were at NUS conference. Ben Elger had met with both Amatey and Gareth recently to ensure continuing dialogue.

18/02 Declarations of Interests

The Board noted the following declarations of interest:

- Alistair Fitt made special note of his membership of the UUK Board and the USS pensions scheme because of the particular role of the UUK Board in respect of negotiations relating to the future of the scheme.

18/03 Minutes of the previous meeting

The minutes of the sixtieth meeting of the Board held on 11 December 2017 were approved.

18/04 Matters arising from the Minutes

The Board received a record of the matters arising from the minutes. There were no further matters arising.

18/05 Financial Matters

Risk and Audit Committee

The Board received the minutes of the twenty-third meeting of the Risk and Audit Committee held on 2 March 2018.

The auditors had been highly complimentary about the preparation of the accounts and the systems and controls which are in place.

The Audit Findings Report has been circulated to Board members.

The Committee had also received an update on organisational risks.

Annual Report and Financial Statements for 2017

The Board received and considered the Annual Report and Financial Statements for 2017.

Amendments agreed by the Risk and Audit Committee have been incorporated. The report includes reference to the Charity Governance Code for the first time. The challenges around pensions were recognised, in particular in relation to changes in the discount rate.

There was discussion of possible developments to reporting in future years. Areas identified were equality and diversity, students' experience and gender pay.

The focus of the OIA's data work is moving to areas of external interest, in response to evolving organisational priorities and external demand for it. It was noted that care is needed in how data is used to make sure that extrapolations from it are valid. It was agreed that more data should be made available on our website where possible.

The Board **approved** the Annual Report and Financial Statements for 2017 and **agreed** to recommend it to the Annual General Meeting of the Company which follows the Board meeting.

Appointment of Auditors

The Board **approved** the recommendation from the Risk and Audit Committee to reappoint Crowe Clark Whitehill LLP as the Auditors of the Company for a further year and **agreed** to recommend their reappointment to the Annual General Meeting.

The Board received a paper on audit tender considerations from the Interim Chief Executive. It was **agreed** to defer the audit tender process to next year.

Finance Report

The Board received the Finance Report to February 2018 from the Interim Chief Executive.

Case fee element schedules have been issued to around 50 providers, totalling around £290K.

18/06 Report from the Independent Adjudicator and the 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:

The regulatory framework and access to the OIA Scheme
There has been a very high level of engagement in this transitional period in the regulatory landscape. In particular there has been a focus on establishing an effective relationship with OfS as it comes into being and making sure that there is

provision for two-way exchange of information. It is anticipated that developments relating to the OfS Register should also enable OfS to share better information with us about providers qualifying for membership of the OIA. A Memorandum of Understanding has been agreed with the Department for Education as for a period of time they will continue to have responsibility for the Alternative Provider Intelligence Unit and a similar initial collaboration agreement is being put in place with OfS. It is expected that information-sharing arrangements going forward will be similar to existing practice. The fundamental principle remains that the OIA would alert others if a volume or pattern of cases suggested a systemic issue for investigation and likewise we would be alerted to a possible cluster of complaints if others were aware of factors likely to lead to this. The principle of sharing information is included in the Rules of the OIA Scheme.

It was agreed that it is essential that the OIA is recognised as working in a joined-up way within the regulatory framework, but also that the independence and perceived independence of the OIA remains of paramount importance.

It was noted that the “Registered Basic” category has been removed from the regulatory framework. The only requirement for these providers would have been to be a member of the OIA. The OIA had made the point in our OfS consultation response that regulation for this category might not be effective without other requirements such as for a student protection plan. Nevertheless the removal of this category will leave a substantial number of providers outside the regulatory framework. The OIA’s protocol for admitting providers as Non-Qualifying Institutions (NQIs) will be reviewed later in the year to enable such providers to apply to join the Scheme.

USS pensions strike action

The briefing note on the OIA’s approach to complaints about strike action was initially prepared for Board members and for staff. The public discussion developed rapidly. SLT therefore decided to publish the note on our website and circulate it to key stakeholders. The decision reflected the Board’s previous discussions around the need for clarity for students on avenues open to them, and followed requests for information about our approach. The note reflects the OIA’s usual approach to consumer/contract cases. It has generally been very well received.

Good Practice and Outreach

Siobhan Hohls, Ossian Elkington and Barry McHale from the Outreach & Insight Team gave a presentation on their work.

The Board thanked the team and congratulated them on their excellent work, which is valuable both for the OIA and for providers, students and their representative bodies.

Work to improve perceptions of the OIA was welcomed.

Early resolution through informal processes at a local level was recognised as important, but can create a culture which discourages formal complaints. Students may be unclear about whether an issue has been resolved and may find it difficult to escalate it. This is an area of interest to education researchers more widely and it could be helpful to link up with others working in this area.

Whilst the onus should be on providers to resolve complaints wherever possible, there are some cases where that is unlikely to be achievable and others where the student benefits from having an independent organisation look at their complaint.

The Outreach & Insight Team were invited to come back to the Board in December to give a further update on their work.

18/07 KPIs

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

Performance against KPIs was excellent throughout 2017, and has remained strong into the start of 2018.

18/08 Rules

The Board received an update on the revised Rules of the OIA Scheme.

The Board **approved** the revised Rules to come into effect on 1 April 2018.

18/09 Governance

The Board received a paper on governance arrangements from the Interim Chief Executive and the report of the Governance Working Group meeting held on 26 January 2018.

The review of governance aims to find a way to appropriately reflect the expanded Scheme membership in the OIA's governance. It was recognised that this may take some time to achieve, and that an incremental approach may be needed. The review will also consider governance effectiveness.

It was **agreed** to continue discussions and to retain the existing Company and Board membership in the short term.

The Governance Working Group will develop proposals for the governance effectiveness review to bring back to the Board.

The Board **approved** the proposal from the Governance Working Group to continue with the existing arrangements for the payment of Directors.

18/10 Non-compliance report

The Board received a report on a case of non-compliance from the Interim Independent Adjudicator.

The Board **approved** the proposed action in response to this non-compliance.

18/11 Report from the Company Secretary

The Board received a report from the Company Secretary.

18/12 Any other business

There was no other business.

18/13 Reflections on the meeting

18/14 Dates of future meetings

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
5 April 2018