



## **Minutes of the sixty-third meeting of the Board of Directors held on 24 September 2018**

- Present:** Dame Suzi Leather (Chair)  
William Callaway, Andrew Chandler, Professor Geoffrey Elliott,  
Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Peter Forbes,  
Carey Haslam, Mark Humphriss, Andy Mack, Jonathan Rees, Dr  
Simon Walford, Richard Walters, Sophie Williams
- Apologies:** Amatey Doku (Gareth Lindop)
- Secretary:** Sarah Liddell (Company Secretary)
- In Attendance:** Ben Elger (Chief Executive)  
Felicity Mitchell (Independent Adjudicator)  
Chris Pinnell (Head of Casework Support and Resolution Team)  
Kelly Borlase-Hendry (Assistant Adjudicator) (staff observer)  
Jacinta Ashworth (Compass Partnership) (governance review  
observer)

### **18/28 Chair's business**

At the Chair's request, information about future meetings had been included in the agenda papers. It was **agreed** that this was helpful and should continue.

### **18/29 Membership**

The Board welcomed Jacinta Ashworth from Compass Partnership to observe the meeting as part of the governance effectiveness review; Kelly Borlase-Hendry (Assistant Adjudicator) as staff observer; and Chris Pinnell (Head of Casework Support and Resolution Team).

### **18/30 Declarations of Interests**

The Board noted the following declarations of interest:

Alistair Fitt noted his involvement in the Employers Pension Forum for Higher Education.

Alistair Fitt's declared conflict of interest in relation to the inclusion of HESA Transnational Education (TNE) student numbers in subscriptions was also noted. He is not involved in dealing with this within Oxford Brookes University. It was agreed that as there was no decision for the Board to take on this issue at this stage, it would be appropriate for him to stay in the meeting for this item.

### **18/31 Minutes of the last meeting**

The minutes of the sixty-second meeting of the Board held on 26 June 2018 were approved subject to an amendment to paragraph 27 to read "how many early stage complaints do not progress".

### **18/32 Matters arising from the Minutes**

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

There was discussion about whether it is sufficiently clear that guidance around mental health difficulties is included in the Disabled students section of the Good Practice Framework. Mental health difficulties will be included in current work on how to approach mitigating circumstances. When the Disabled students section is next revised, consideration will be given to flagging mental health more clearly.

The inclusion of some information on upcoming developments in the Independent Adjudicator and Chief Executive's report was welcomed. Consideration will be given to making these more explicit next time. It was noted that future developments in the wider environment are currently uncertain.

### **18/33 Report from the Independent Adjudicator and Chief Executive**

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

The meeting with Minister Sam Gyimah had been very positive. Discussion included the value of alternatives to legal action, maintaining standards whilst also dealing fairly with mitigating circumstances, and our role in the regulatory framework.

Liaison with OfS has continued. To date they have been largely focusing on registration.

The creation of a Consumer Benefit Forum, comprising the OfS, the DfE, the CMA and the OIA, was proposed to address concerns about the need for clarity of organisations'

respective roles in relation to consumer rights. The organisations met to discuss this for the first time in August and agreed to meet quarterly to discuss issues of concern (although the CMA has statutory restrictions on information it can share) and to hold an annual public event at which OIA, OfS and CMA would present their remits. The focus has been on England given OfS's remit but consideration will also be given to the Welsh context. The purpose of the public event would need to be made clear, and it may be better to focus on reaching student officers rather than students more generally. Felicity Mitchell and Sophie Williams agreed to discuss this further. The CMA had also agreed to signpost students to us via their automated helpline.

The wider challenge of getting student input was noted. Engaging with students is a key focus of our outreach work. It is helpful to work through student representative structures, where these exist. The Outreach & Insight Team will include information about this when it comes to the Board in December. Further consideration also needs to be given to student representation at Board level as part of wider work on governance.

It is still planned to provide on our website a flow diagram to signpost students to where they can raise concerns. However this is complex.

The Disciplinary procedures section of the Framework will be published in early November. Thanks were noted to Board members for their input. We will at the same time publish a briefing note on our approach to sexual harassment cases. Both will be circulated to the Board before publication.

A forthcoming report from the 1752 Group on staff sexual misconduct in higher education mentions us in connection with a case study and concludes that it is too difficult for students to get to us and that we are not "offering sufficient regulation". We will publish a response welcoming the report and clarifying our role.

### *Strategic priorities*

The Board was positive about the clearer and simpler expression of our strategy under four key priorities which align to our purpose. It was **agreed** that this approach should be adopted. Consideration will be given to some small developments to the document, for example to include reference to improving the student experience.

It was agreed that it would be helpful for the Board to have more information on the relative importance of the different areas of work under each of the four key priorities and an enhanced framework for monitoring progress at each meeting going forward. The Operating Plan for 2019, which sits between the organisational strategy and the more detailed plan for delivery, will be the starting point for this and will come to the Board in December.

There was discussion of specific items:

- It is unlikely that expected developments in Wales will come into effect before 2021-22.
- We have become involved in NUS's review of students' union election guidance at their request (we cannot consider complaints against a students' union, but we do consider complaints about how a provider has dealt with a complaint about an election).
- It was confirmed that we do recruit to our values.

## **18/34 KPIs**

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

### *Current year*

It was noted that the percentage of cases settled includes a group case. The relatively low July figure for student-centred Recommendations was caused by two providers complying around a week late and is not an ongoing issue. There was discussion of the inclusion of ineligible cases in closure figures. Determining the eligibility of a case is often not straightforward and the resource involved needs to be recognised.

### *2019 KPIs*

The proposed KPIs for 2019 recognise that we are now in a higher volume context with rising receipts for which we are staffing up, after quite a long period of relatively lower receipts to which resource had been adjusted. The KPIs were **approved**.

The Risk and Audit Committee will consider timescale KPIs in more detail at its meeting in November. Consideration will also be given to introducing KPIs or other measures across the wider field of our work, and this will be taken forward alongside development of an enhanced framework for monitoring progress against priorities.

## **18/35 Financial Matters**

The Board received the Finance Report to July 2018 from the Chief Executive. It is in line with the report to the previous meeting, reflecting tight financial monitoring. Following discussion at Finance Committee, the Communications line has been retitled "Events and Publications" to make clearer what it includes.

We are continuing to actively pursue issues related to the current building works, with an immediate focus on resolving the access issues.

The Board received the minutes of the twenty-seventh meeting of the Finance Committee held on 10 September 2018, and a paper on the 2019 budget and subscriptions and 2020 estimate from the Chief Executive. The Finance Committee had rigorously tested the assumptions underlying the proposed 2019 budget and 2% increase in core subscriptions.

The budget reflects the Board's decision to include HESA TNE student numbers in subscriptions.

The anticipated rise in income from the case element is based on careful modelling and reflects the change in how the case element is calculated that comes into effect in 2019. The per point fee was reduced last year as part of the restructuring of the case element. The small increase now proposed is in line with our normal approach to work towards increasing the percentage of income derived from the case element.

The Board considered the recommendations from the Finance Committee. The proposed budget for 2019 including the 2% core subscription increase and the proposed increase in the case element per point fee from £190 to £200 (for case fees payable in 2020) were **approved**. It was **agreed** that no significant changes would be made to the case fee element this year and the system would be reviewed next year in the light of the impact of the changes agreed in 2017.

### *Reserves*

The Board received a paper on the proposed approach to OIA reserves from the Chief Executive. There was support for taking a holistic approach rather than a composite one. The recommendation from the Finance Committee that the target reserves level be set in the region of two months' operating expenditure, currently £850K, was **approved**. It was noted that it could be helpful to express reserves as between a specified range and agreed that Finance Committee would consider this next year.

### **18/36 Governance**

The Board received an update on governance from the Chief Executive.

The Board considered the proposed amendment of our Charity Objects to harmonise them with current Charity Commission guidance and with our Purpose. The proposed amendment removes information relating to the operation of the OIA Scheme, which is set out in the Rules, as part of more fully separating our governing documents and the Rules. It was **agreed** that the proposed wording should be put to the Charity Commission for approval. Consideration should also be given to how best to cross-reference to the Rules of Scheme.

Wider work to update our Memorandum and Articles will continue while Charity Commission approval of the Objects is sought. Drafts will be brought to the December Board meeting.

### **18/37 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

A report on service complaints will as planned be brought to the November meeting of the Risk and Audit Committee. The Committee will decide whether the full report should come to the Board.

There was discussion of the approach to published abbreviated minutes. It was agreed that in the interests of openness and transparency as much information as possible should be kept in, but that particular care needs to be taken with financial and commercially sensitive information, protecting negotiations and individuals, representing the views of others and anything that could negatively impact the functioning of the organisation. Going forward published abbreviated minutes will be prepared in line with this approach and initially will be brought to the Board at the following meeting. The approach will be reviewed after a year.

### **18/38 Any other business**

There was no other business.

### **18/39 Reflections on the meeting**

The Board felt that the agenda papers were good. It was agreed that is not necessary to have a timed agenda. It was suggested that it could be helpful to have a 10-minute slot allocated to a “hot topic”. Board members were asked to put forward suggestions to the Chair.

### **18/40 Dates of future meetings**

- Wednesday 5 December 2018 at 10.30am (followed by governance review workshop 1.30-4.30pm)
- Friday 29 March 2019 at 10.30am
- Thursday 20 June 2019 at 10.30am (Away Day: 20-21 June 2019)
- Tuesday 24 September 2019 at 10.30am
- Monday 9 December 2019 at 10.30am

Sarah Liddell  
Company Secretary  
2 October 2018