

## **Minutes of the seventy-second meeting of the Board of Directors, held as a virtual meeting on 9 December 2020**

Present: Dame Suzi Leather (Chair)  
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Gillian Fleming, Dave Hall, Martin Kirke, Andy Mack, Jonathan Rees, Sophie Williams

Apologies: Hillary Gyebi-Ababio (Natasha Dhumma), Jon Renyard

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)  
Felicity Mitchell (Independent Adjudicator)  
Charlotte Corrish (Head of Public Policy) – for stakeholder engagement discussion  
Michaela Hanbuerger (Head of HR)  
James Hutton (Assistant Adjudicator)  
Jennifer Runde (Communications Officer)

### **20/39 Chair's business**

There was no Chair's business.

### **20/40 Membership**

The Chair welcomed Michaela Hanbuerger (Head of HR), Jennifer Runde (Communications Officer) and James Hutton (Assistant Adjudicator) as staff observer to the meeting, and noted that William Callaway would need to leave the meeting for a period due to another commitment.

CUC are in the process of appointing a Nominated Director.

### **20/41 Declarations of interests**

There were no declarations of interest.

### **20/42 Minutes of the last meeting**

The minutes of the seventy-first meeting of the Board held on 24 September 2020 were **approved**.

## **20/43 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.

It was agreed to progress work to have a more personal element on our website from some Board members. The Chair offered to share similar examples from other organisations.

## **20/44 Nominations and Remuneration Committee**

The Board received the unconfirmed minutes of the twenty-first meeting of the Nominations and Remuneration Committee held on 12 November 2020.

The Committee had reviewed the report on the Employee Engagement Survey in detail. The survey results were very positive. We had our highest ever engagement score, which is also high in comparison with other organisations.

There was also valuable feedback on how we have responded to the pandemic. Supporting wellbeing remains a key focus as the challenges of coronavirus continue to evolve.

While the results of the survey were very positive, there are areas for further improvement. The survey and the focus groups that followed will inform ongoing developments and operational planning. Staff will be kept up to date as work progresses.

Jonathan Rees and Andrew Chandler left the meeting in turn while the Board considered their proposed reappointment for second three-year terms to 29 February 2024 and 31 March 2024 respectively. The Board also considered Jonathan's proposed appointment as Chair of the Risk and Audit Committee from 1 October 2021. The second terms and the chairing of the Committee were **approved**.

The Board considered the proposed reappointment of William Callaway and Jon Renyard for further terms of office after completion of their second terms (William left the meeting while his term was considered and Jon was not present at the meeting). The proposed further terms are within the maximum nine years allowed under the Articles of Association. It was noted that whilst third terms should not become the default they can be appropriate where there is a good reason. The proposal to reappoint William and Jon for further three-year terms to 30 June 2024 was **approved**, subject to agreement with their nominating bodies.

The Committee had discussed acceptance of honorary degrees at its meeting and proposed that the Board adopt the position that no member of the Board or Senior Leadership Team should accept an honorary degree during their time of service. The importance of perceptions of impartiality was noted. The Board **agreed** this principle and that a statement should be added to the website to this effect.

### **20/45 Risk and Audit Committee**

The Board received an update on organisational risks from the Chief Executive and the unconfirmed minutes of the twenty-eighth meeting of the Risk and Audit Committee held on 18 November 2020. The Committee had thoroughly considered risks and the Risk Register, with a focus on the strategic risks.

Like many organisations we are having to accept higher levels of organisational risk. Risks are being mitigated as far as possible and proportionate, and the Board did not identify any further action that could reasonably be taken at this time.

It was confirmed that most of the data protection issues documented are minor, and that robust reporting and monitoring processes are in place as well as training for staff.

### **20/46 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 Operating Report and Plan. The Operating Report shows that we have delivered on most of the Operating Plan 2020 despite the challenging circumstances. The 2021 Plan sets out proposed work under our four strategic priorities. These continue to work well and the structure supports a clear line of sight through to team plans and individual objectives.

Charlotte Corrish, Head of Public Policy joined the meeting for the discussion relating to stakeholder engagement.

We have maintained a high level of ministerial engagement including through the Minister's task force. This has been helpful as an opportunity to explain first-hand what we are doing. Similarly we worked with Department for Education officials ahead of the recent Petitions Committee debate to promote understanding of our role and approach.

We attended a consultation event on the draft Tertiary Education and Research (Wales) Bill.

We have maintained a high level of engagement with the OfS. We have had some constructive discussions around free speech. We have also responded to some developments around information-sharing arrangements.

We are continuing to focus on casework. We are still receiving a steady number of coronavirus-related complaints.

Response levels to our student feedback surveys have been good in the period. There have been some small improvements in understanding of our decisions and in overall satisfaction at the post-closure stage and we hope this will continue. The student discussion groups with students from Black, Asian and minority ethnic backgrounds and disabled students who have not complained to us are likely to provide some useful insights into students' experiences more generally.

The new section of the Good Practice Framework on Requests for additional consideration will be published on 14 December.

A lot of work has been done towards a partial reopening of the office, including on the air conditioning to increase fresh air levels in line with Covid recommendations. Extensive risk assessments have been carried out. A trial is underway with a first bubble of six people. We hope to build on this in the new year.

The Board then discussed diversity and inclusion.

Racial diversity in recruitment is currently a key focus. A major recruitment across case-handling teams is underway with support from a specialist recruitment agency, and learning from this will be used to inform future recruitments.

Following the work we did to analyse our casework data on disabled students, we have moved on to looking at the data by ethnicity. We have dip-sampled cases from students of different ethnicities. As with all our casework data analysis, we are focusing on what we can learn to help improve our own practice and to feed into our good practice work with the sector.

In terms of complaints involving discrimination, we provide information on our website and in correspondence with students and their representatives to explain that we can look at complaints about discrimination and can decide whether the student has been treated fairly, but that we can't make a finding of discrimination in the way that the courts can.

It was agreed that we should publish more information about our equality, diversity and inclusion work on our website over time.

## **20/47 KPIs**

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

We have already received our highest ever number of complaints this year. Closures are also up on this point last year.

The Board commended all staff for what they have achieved during this challenging year and thanked them for their work.

## **20/48 Rules for Large Group Complaints**

The Board received an update following the consultation on proposed Rules for Large Group Complaints.

The consultation closed on 30 November. While some respondents welcomed the prospect of making handling large group complaints more efficient, many expressed concerns.

We anticipate that we can address some concerns by adjusting the wording of Rules and defining and explaining in more detail how we envisage the process working as well as responding to concerns about fairness. Some concerns related to timing and a perception that we would be encouraging complaints, and it will be important to re-emphasise that the intention of the process is to manage demand not to create it.

We will let respondents know that we are considering the issues raised and that we plan to publish a response to the consultation responses in the new year and invite further comments at that stage. Clear communication will be important, including with student representative bodies.

The Board was supportive of this approach.

## **20/49 Financial matters**

The Board received the Finance Report to October 2020 from the Chief Executive.

Finance Committee will review our reserves policy at its next meeting.

We have received minimal response to the rise in subscriptions. We continue to be clear about the value of our service and that some subscriptions increase is necessary to enable us to deliver it effectively, especially as case receipts rise, but we are also sensitive to the financial pressures that many providers are facing.

## **20/50 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

Some changes were noted to the Register of Interests.

The Board noted the Register of Gifts and Hospitality.

## **20/51 Governance membership review**

The Board received an update on considerations relating to the governance membership review.

It had been agreed at the start of the pandemic to pause the governance review and to review in December 2020 whether to restart it. It remains a very challenging time in the sector, stakeholders' capacity to engage will still be limited, and there is considerable complexity, but there are still risks around our wider membership not being reflected in our governance. It was **agreed** that on balance it would be helpful to restart the review over next period.

## **20/52 Any other business**

There was no other business.

## **20/53 Reflections on the meeting**

## **20/54 Dates of future meetings**

- Wednesday 31 March 2021 at 10.30am
- Monday 28 June 2021 at 10.30am (Away Day: 28-29 June 2021)
- Thursday 23 September at 10.30am
- Thursday 9 December 2021 at 10.30am

Sarah Liddell  
Company Secretary  
18 December 2020