



## **Minutes of the seventy-ninth meeting of the Board of Directors, held as a virtual meeting on 23 September 2022**

Present: Dame Suzi Leather (Chair)  
Adesewa Adebisi, William Callaway, Andrew Chandler, Chloe Field,  
Wendy Finlay, Dave Hall, Martin Kirke, Andy Mack, Jonathan Rees,  
Jon Renyard

Apologies: Professor Alistair Fitt, Sophie Williams

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)  
Felicity Mitchell (Independent Adjudicator)  
Chris Pinnell (Head of Casework Support and Resolution Team)  
Rachel Thackray (Senior Assistant Adjudicator)  
Jennifer Runde (Communications Officer)

### **22/27 Chair's business**

There was no Chair's business.

### **22/28 Membership**

The Chair welcomed Chloe Field to her first OIA Board meeting, Chris Pinnell (Head of Casework Support and Resolution Team), Jennifer Runde (Communications Officer), and Rachel Thackray (Senior Assistant Adjudicator) as staff observer.

### **22/29 Declarations of interests**

There were no declarations of interests.

### **22/30 Minutes of the last meeting**

The minutes of the seventy-eighth meeting of the Board held on 28 June 2022 were **approved**.

## **22/31 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 covered under other agenda items or were not yet due. There were no further matters arising.

## **22/32 Report from the Independent Adjudicator and the Chief Executive**

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

There have been developments in our external environment since the last Board meeting.

The Higher Education (Freedom of Speech) Bill is now quite far advanced and will shortly be in the House of Lords. The appointment process for the OfS Director of Free Speech has been taking place in parallel.

In Wales, the Senedd has approved the Tertiary Education and Research (Wales) Bill and it is now waiting for Royal Assent. Some non-executive roles at the new Commission for Tertiary Education and Research are being advertised. There is continuing support for our expanded role.

The QAA [announced] its withdrawal from being the Designated Quality Body (DQB) in England after the end of its current term in March 2023. It is a requirement to have a designated body, so it is likely that the OfS will take on the role itself.

We are continuing to work with OfS.

The Board noted the information provided about how we communicate with students about the likely timescale for their case. We provide estimated timeframes. These are kept under review and we update the student if the anticipated timescale won't be met. [We] support students who are struggling with the wait.

There was discussion of the increase we are seeing in challenging and distressed Scheme users. Students' distress usually arises from their overall situation. We have guidance for case-handlers on how to respond to students in these circumstances, including on responding to a student who may be at risk of self-harm or suicide. The importance of supporting staff after challenging or distressing calls was noted.

We have published for consultation an updated version of the main section of the Good Practice Framework: Handling complaints and academic appeals. The core content is largely the same but we have built in some new content based on what we heard in the discussion sessions we held earlier in the year. We have changed the tone slightly to make it clearer that it's a framework and is flexible, not prescriptive. We have also separated out the principles to make it clear they apply to the whole Framework, and added a document to explain what we mean when we talk about bias. The consultation is open until the end of October.

We will shortly publish some guidance drawing together learning from complaints that is relevant to the cost of living crisis.

We have had some positive feedback over the summer on our handling of the pandemic.

The Nexus IT infrastructure project is progressing well. The Risk and Audit Committee's discussion of the project has been helpful. We aim to have the new system in place before the end of the year. The Board noted that this is an important development for the sustainability of the organisation and thanked everyone involved.

### **22/33 KPIs**

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

The Board had discussed KPIs for 2023 at its June Board meeting, and the considerations have not changed significantly since then. It was **agreed** to keep the existing KPIs for 2023, at their current levels.

### **22/34 Financial matters**

The Board received the Finance Report to July 2022 from the Chief Executive.

The review of the case element of subscriptions is progressing well. We had a positive focus group with some providers following an open invitation. There was an understanding of what the case element is and why we need it, and the general view was that there is a need for small tweaks rather than wholesale change.

The Board received the unconfirmed minutes of the thirty-fifth meeting of the Finance Committee held on 20 September 2022. The Chair thanked staff for managing the short gap between the Committee meeting and the Board.

The Board received and considered a paper on the 2023 budget and subscriptions from the Chief Executive.

The Board **approved** the proposed 2023 budget including the 3% core subscription increase and the proposed £10 uplift in the per point fee of the case element to £240.

### **22/35 Governance membership review**

The Board received and considered an update on the governance review from the Chief Executive and the Company Secretary.

The Board confirmed its agreement for the further revised proposed Articles to be circulated to company members. Meetings will be arranged with key people in company members to take this forward.

The Board composition document has been amended to reflect the latest proposed changes to the Articles. The Board **approved** the proposed revised Board composition document, subject to, and implementation to be timed to coincide with, formal adoption of the proposed revised Articles of Association.

Work is continuing on preparing for the transition to the proposed governance arrangements. The Nominations and Remuneration Committee will be provided with mapping of existing Directors against the proposed new requirements to support transition planning and will consider some Directors' terms of office at its October meeting.

The Chair thanked all involved.

### **22/36 Report from the Company Secretary**

The Board received the quarterly report from the Company Secretary.

It was **agreed** that in view of the current stage of the governance review, it would be best to postpone the internal review of governance session originally planned for December 2022 and to revisit the timing of this once the timescale for the new governance arrangements has become clearer.

The March 2023 Board meeting will be Felicity Mitchell's last. It was **agreed** to hold that meeting in person, and to change the December 2022 meeting to a virtual meeting.

### **22/37 Any other business**

There was no other business.

## **22/38 Reflections on the meeting**

The meeting had been helpful.

## **22/39 Dates of future meetings**

- Wednesday 7 December 2022 at 10.30am
- Friday 31 March 2023 at 10.30am
- Tuesday 27 June 2023 at 10.30am (followed by the Away Day on 28 June 2023)
- Friday 22 September 2023 at 10.30am
- Friday 8 December at 2023 10.30am

Sarah Liddell  
Company Secretary

7 October 2022