



Minutes of the eighty-first meeting of the Board of Directors held on 31 March 2023

Present: Dame Suzi Leather (Chair)
Adesewa Adebisi, William Callaway, Andrew Chandler, Wendy Finlay, Professor Alistair Fitt, Jonathan Rees, Jon Renyard, Orla Tarn, Sophie Williams

Apologies: Dave Hall, Martin Kirke, Andy Mack

Secretary: Sarah Liddell (Company Secretary)

In Attendance: Ben Elger (Chief Executive)
Felicity Mitchell (Independent Adjudicator)
Chloe Field (NUS Alternate Director)
Kevin Mundy (Universities Wales Alternate Director)
Elaine Lake (HR Advisor)
Jennifer Runde (Communications Officer) (note-taker)

23/01 Chair's business

There was no Chair's business.

23/02 Membership

The Chair welcomed Chloe Field and Kevin Mundy as observers and Elaine Lake (HR Advisor) as staff observer.

23/03 Declarations of interests

There were no declarations of interests.

23/04 Minutes of the last meeting

The minutes of the eightieth meeting of the Board held on 7 December 2022 were **approved**.

23/05 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 had been done or were in hand.

There were no further matters arising.

23/06 Nominations and Remuneration Committee matters

The Board received and considered an update on Nominations and Remuneration Committee matters from the Company Secretary, including the minutes of the Nominations and Remuneration Committee meeting held on 7 February 2023.

Thanks were noted to all Board members for completing the skills and experience survey. It is positive that the skills, experience and perspectives requirements of the new governance arrangements are already met, and that there is a good range of other skills on the Board. The Nominations & Governance Committee will meet in mid-June to begin planning for when several Directors reach the end of their current terms of office in the period February-June 2024, informed by the skills and experience information.

23/07 Report from the Independent Adjudicator and the Chief Executive

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

Progress towards the Lifelong Loan Entitlement (LLE) funding system is continuing. It is possible that this will bring some further providers into our membership but there is considerable uncertainty. We are engaging with developments to try to encourage early consideration of relevant implications. The planned timescale for implementation is quite long.

The Higher Education (Freedom of Speech) Bill is still in ping pong. There has been considerable debate in particular about the tort. The arrangements for that in relation to the OfS scheme and our Scheme will be important.

There is progress towards the implementation of the new tertiary education legislation in Wales. At this stage timings remain uncertain.

In our casework, a small group of case-handlers is continuing to work on priority cases. Learning from this work is being fed back into our wider casework.

We are working with various stakeholders on sexual harassment and misconduct. We have contributed to relevant events and we will respond to the OfS consultation emphasising the importance of clarity about how students can raise concerns.

We have had positive feedback on the academic misconduct casework note and case summaries we published in February.

Work is progressing on revising the Delivering learning opportunities with others section of the Good Practice Framework, following several discussion webinars.

We have continued to hold discussion groups with students and student advisers. It was noted that the information on our website about our equality, diversity and inclusion work is somewhat out of date. It was **agreed** that changes to make it more current will be made as soon as possible.

We will be doing some cross-organisational work to look at the potential opportunities of artificial intelligence (AI) in all aspects of our work. This is also a live issue in the sector with challenges for providers around the potential impact of AI on teaching and assessment, including in relation to academic misconduct. It was noted that most students want to learn and are not trying to cheat, and that AI can support learning.

23/08 KPIs

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

23/09 Financial matters

The Board received and considered the minutes of the thirty-third meeting of the Risk and Audit Committee held on 1 March 2023 and the Trustees' Annual Report and Financial Statements for 2022, which had been considered at the Committee's meeting.

The Board **approved** the audited Trustees' Annual Report and Financial Statements for 2022 to be submitted to the Annual General Meeting of the Company following the Board meeting, and **approved** the letter of representation to the auditors.

The Board **agreed** to recommend the re-appointment of Crowe U.K. as the auditors of the Company to the AGM.

The Committee had also considered organisational risks.

The Board received the minutes of the thirty-sixth meeting of the Finance Committee held on 1 March 2023.

The Board received the Finance Report to February 2023 from the Chief Executive.

23/10 Report from the Company Secretary

The Board received the quarterly report from the Company Secretary.

23/11 Any other business

There was no other business.

This was Felicity Mitchell's last OIA Board meeting. The meeting was followed by an opportunity to thank her for her huge contribution to the OIA over the last 19 years and to pay tribute to her exceptional integrity, her incisive mind, and her considered and compassionate approach.

23/12 Reflections on the meeting

23/13 Dates of future meetings

- 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

4 April 2023