

**BOARD OF TRUSTEES**

Minutes of the **Board of Trustees** held on **Tuesday, 23<sup>rd</sup> May 2023** at **17:00** via **Zoom**.

**23.11 CHAIR’S WELCOME, INTRODUCTIONS AND APOLOGIES**

**Attendees**

Sally Glen (SG)	Chair, Trustee
Jerry Arnott (JA)	Vice Chair, Trustee
Jeff White (JW)	Trustee
Helen Coleman (HC)	Trustee
Kelvin Jones (KJ)	Trustee
Neil Laventure (NL)	Trustee

**In Attendance**

Hannah Friend (HF)	Chief Executive Officer
Carrie Weston (CW)	Deputy Chief Executive Officer
Anita Faherty (AF)	Director of Finance
Naj Riaz (NR)	Servicing Officer
Tobias O’Brien (TO)	Student Officer

**Apologies**

Dotun Olaleye (DO)	Trustee
Nafeesa Mitha (NM)	Trustee

**23.12 DECLARATIONS OF ANY OTHER BUSINESS**

No business for this meeting.

**23.13 AMENDMENTS TO THE REGISTER**

23.13.1 SG informed the Trustees that NR will circulate the Declaration of Interest Form in August for the next academic year.

**23.14 MINUTES OF THE LAST MEETING**

23.14.1 The minutes of the Board of Trustees (BoT) meeting held on the 22<sup>nd</sup> of November 2022 was **agreed** as a true and accurate record.

**23.13 MATTERS ARISING FROM THE MINUTES**

23.13.1 DAPs Statement on Website: A message has been placed on the website informing of the change of direction.

23.13.2 Marketing Strategy: HF reported that the Head of Marketing has produced a first draft. A revised version will be produced when the new Chief Operating Officer joins and will be presented to the Board in November.

23.13.2.1 **Action**: HF to present the Marketing Strategy to the Board at the November meeting.



23.13.4 Increasing Trustee Presence: This was discussed at the Board Away Day. SG has received and accepted an invitation to the Graduation Ceremony and enquired if all the Trustees had been invited.

23.13.4.1 **Action:** NR to check with the Registrar and arrange Trustee invitations to the Graduation Ceremony.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

23.13.7 Internal Auditors: Selection of internal auditors has been delayed.

23.13.8 CRM Business Case: Has been circulated and approved.

23.13.9 Appointment of Neil Laventure: Has been completed.

23.13.10 Head-hunters for new Trustees: Are very expensive, SG is in discussion with three people who are interested in joining and will keep the Board updated.

## 23.14 **CEO REPORT**

23.14.1 HF provided the following updates to the Board:

- a) DAPs: Waiting for the OfS on next steps and the new Director of Education will take this project forward.
- b) Recruitment: Overall more applications have been received this year, some Faculty 1 courses can put on additional groups and the financial position will be assessed.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- e) Strategy Development: The first draft has been presented; all staff have been engaged in the process. A set of high-level Strategic Aims have been created and the operational plans and KPI's will be the next piece of work.
- f) Senior Leadership Team: There have been a lot of changes to the Executive Team that have been unsettling for everyone. An offer has been made for the Director of Finance post.
- g) Staff Engagement: Colleagues have been involved in several institutional projects and the collaborative approach has gone down well. A Staff Forum Policy has been developed to provide a mechanism to improve communications and will be launched for the new year.
- h) Culture Review: Concerns have been raised by staff and students with the handling of issues related to race. In response an independent ED&I consultant will be commissioned, two candidates with different approaches and costs have been interviewed and the final due diligence will be completed.
- i) CRM Implementation: Four meetings have been held with Ellucian, course data has been incorporated and work is ongoing with the aim of a go live in September 2023.
- j) CEO Update: An all staff notification will be sent with updates on salaries, staff forum etc.

23.14.2 The Trustees raised the following questions and comments:

- NL asked if the Director of Education is responsible for student experience and HF confirmed this role will have overall responsibility for this area.

- HC noted that the Board would be improved with student and staff representation and questioned whether the CEO should chair the Staff Forum.

23.14.2.1 **Action:** SG and HF to discuss options for staff and student representation on the Board and to present a paper for the next Board meeting in July.

- KJ commented it would be useful to see top level data on student conversion rates, including comparisons with previous years, to see where we are with progression of applications.
- [REDACTED]
- HF confirmed that there will be stages to the culture review will involve meetings with staff, the executive and the CEO.

23.14.2.2 **Action:** HF to share with the Board the scope and process of the culture review.

## 23.15

### STUDENT REPORT

[REDACTED]

23.15.2 SG noted it was important for the Trustees to hear from the student perspective, the Institute is looking at the curriculum, infrastructure and academic support. A robust academic governance structure is in place and students can raise concerns via the Boards of Studies and various Committees.

23.15.3 JA observed that the report raises an array of issues, is informative and interesting. It would be useful to have a balance and to hear some of the positive aspects as Metanoia has a good reputation. HC mentioned that she has been involved with the Institute for 4 years, the student voice does seem to be suppressed and CW has done a lot of work on the other issues. HF will need a chance to reset the strategy and direction, this is important work that will impact the student experience. TO expressed that enabling the student voice should be a key priority.

23.15.4 CW highlighted that the Institute has made progress and is on a journey. Robust mechanisms, that reflect the sector, have been put in place such as:

- The NSS and internal student survey.
- Annual Monitoring Reviews
- Boards of Studies and the Joint Staff and Student Committee.
- A Disability Officer and Student Officers.

Listening to the student voice has helped push things forward, advances are being tracked and more work is needed in areas for example the library and resources which always has negative feedback. SG agreed that there will need to be ongoing discussions with the new Director of Education to augment the student voice at all levels of the organisation.

23.15.4.1 **Action:** SG to discuss with HF about strengthening the student voice at all levels of the Institute.

23.15.5 TO left the meeting.

## 23.16 VISION AND STRATEGY UPDATES

23.16.1 The first draft of the Vision and Strategy was presented. The Trustees liked the co-created document commenting that it is clear, succinct and well structured. The following points were made:

- Add greater emphasis to the student experience and student voice.
- To strengthen reference to partnerships under Strategic Aim 4 (Sustainability), Objective 5.

23.16.1.1 **Action:** HF to present the next iteration of the Vision and Strategy at the November Board meeting after input from the new Executive Team.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

## 23.18 RISK APPETITE UPDATE

23.18.1 Following the Board Away Day discussion on risk the Board was presented with a paper seeking approval of 5 action points:

1. Proposal for articulation of risk level.
2. MI Board overall risk level is cautious and can vary for individual risks.
3. Changes to the presentation of the risk register.
4. Individual Sub-Committees to review specific risks relevant to their area and the need for 'deep dives' into specific risks.

5. When the Chief Operating Officer and new Finance Director are in post to discuss an internal audit plan.
- 23.18.2 NL noted that an additional step will be useful to track the actions and controls.
- 23.18.3 The Board **approved** the 5 risk action points.
- 23.18.3.1 **Action:** SG to discuss the next steps on Risk with NM and to come back to the November Board meeting.
- 23.19 UPDATES TO ARTICLES**
- 23.19.1 JW advised the Articles have been updated to include a process for the formal appointment of a Deputy Chair to meet OfS requirements.
- 23.19.1.1 The Board **approved** the updates to the Articles.
- 23.19.2 SG noted that JA the current Deputy Chair will step down after the July Board. It was suggested any colleagues interested in being the Deputy Chair should forward expressions of interest to NR by the 30<sup>th</sup> of June and SG is happy to have a discussion.
- 23.19.2.1 **Action:** Trustees interested in the Deputy Chair position to forward expressions of interest to NR by the 30<sup>th</sup> of June.
- 23.20 BOARD AWAY DAY MINUTES**
- 23.20.1 The Board **approved** the minutes of the Board Away Day and confirmed all actions have been completed.
- 23.20.2 The next Board Away Day will be held on Thursday 22<sup>nd</sup> February 2024.
- 23.21 AUDIT & RISK SUB-COMMITTEE**
- 23.21.1 February 2023 Meeting: The decision to pause the Internal Audit process was discussed.
- 23.21.2 May 2023 Meeting: Involved the review of the risk register and a discussion on risk appetite.
- 23.21.3 The Board **approved** the minutes of the Audit and Risk Sub-Committee.
- 23.22 FINANCE SUB-COMMITTEE**
- 23.22.1 February 2023 Meeting: Discussions on urgent IT updates and student debt.
- 23.22.2 May 2023 Meeting: Items covered included: managing the deficit, if evaluated property valuations will be required every 5 years, maximising returns on significant cash in the bank and staff pay rise.
- 23.22.3 The Board **approved** the minutes of the Finance Sub-Committee.
- 23.23 STAFFING AND RENUMERATION SUB-COMMITTEE**
- 23.23.1 February 2023 Meeting: Included an update on the Staff Away Day.
- 23.23.2 May 2023 Meeting: The new HR Manager Lindani Sibanda attended, data on sickness and absence will be reported going forward. The Culture Report and Staff Forum Policy was reviewed.

- 23.23.3 The Board **approved** the minutes of the Staffing and Remuneration Sub-Committee.
- 23.24 ACADEMIC BOARD AND EXECUTIVE MEETINGS**
- 23.24.1 The Board received and **approved** the key headlines from the Academic Board and Executive Committee meetings covering September 2022 to April 2023.
- 23.25 ANY OTHER BUSINESS**
- 23.25.1 Carrie Weston Last Board Meeting: SG noted that CW has brought a wealth of HE experience making a huge positive impact on the Institute and wished her well for the future.
- 23.25.2 Anita Faherty Last Board Meeting: SG wished AF well for the future and thanked her for leaving the Institute financially sustainable and with good foundations.
- 23.26 DATE OF NEXT MEETING**
- 23.26.1 The next meeting of the Board of Trustees will be held on the **25<sup>th</sup> July 2023**.

## SUMMARY OF ACTIONS AND DECISIONS

Item	Owner	Action
23.14.1	-	The minutes of the Board of Trustees (BoT) meeting held on the 22 <sup>nd</sup> of November 2022 was <b>agreed</b> as a true and accurate record.
23.13.2.1	HF	<b>Action:</b> To present the Marketing Strategy to the Board at the November meeting.
23.13.4.1	NR	<b>Action:</b> To check with the Registrar and arrange Trustee invitations to the Graduation Ceremony.
23.14.2.1	SG & HF	<b>Action:</b> To discuss options for staff and student representation on the Board and to present a paper for the next Board meeting in July.
23.14.2.2	HF	<b>Action:</b> To share with the Board the scope and process of the culture review.
23.15.4.1	SG & HF	<b>Action:</b> To discuss strengthening the student voice at all levels of the Institute.
23.16.1.1	HF	<b>Action:</b> To present the next iteration of the Vision and Strategy at the November Board meeting after input from the new Executive Team.
23.17.1.1	AF	<b>Action:</b> To present the next iteration of the Budget for 2023/24 at the July Board for approval.
23.17.2.1	-	The Board <b>approved</b> the option 2 pay rise of a one-off percentage increase based on salary level.

23.18.3	-	The Board <b>approved</b> the 5 risk action points: 1. Proposal for articulation of risk level. 2. MI Board overall risk level is cautious and can vary for individual risks. 3. Changes to the presentation of the risk register. 4. Individual Sub-Committees to review specific risks relevant to their area and the need for 'deep dives' into specific risks. 5. When the Chief Operating Officer and new Finance Director are in post to discuss an internal audit plan.
23.18.3.1	SG & NM	<b>Action:</b> To discuss the next steps on Risk and to come back to the November Board meeting.
23.19.1.1	-	The Board <b>approved</b> the updates to the Articles.
23.19.2.1	All	<b>Action:</b> Trustees interested in the Deputy Chair position to forward expressions of interest to NR by the 30 <sup>th</sup> of June.
23.20.1	-	The Board <b>approved</b> the minutes of the Board Away Day and confirmed all actions have been completed.
23.21.3	-	The Board <b>approved</b> the minutes of the Audit and Risk Sub-Committee.
23.22.3	-	The Board <b>approved</b> the minutes of the Finance Sub-Committee.
23.23.3	-	The Board <b>approved</b> the minutes of the Staffing and Remuneration Sub-Committee.
23.24.1	-	The Board received and <b>approved</b> the key headlines from the Academic Board and Executive Committee meetings covering September 2022 to April 2023.