London Churchill College

College Oversight Board Meeting Minutes

Meeting Date:	Friday 12th April 2019	Time:	12pm – 2:30pm
Chair of the Meeting	Peter Bathmaker	Venue:	Barclay Hall Campus
Minute taker:	Zahraa Rafiq	Signed off:	Yes

Agenda

1.   Attendance

Name	Job title
Peter Bathmaker (PB)	Non-Executive Board Member (Chair)
David Bonner (DB)	Non-Executive Board Member (Vice Chair)
Frank Haddleton (FH)	Non-Executive Board Member
Graham Morrell (GM)	Non-Executive Board Member
Neil Pearce (NPe)	Non-Executive Board Member
Rahaman Hasan (RH)	Head of Programmes and Academic Monitoring
MWI Oli (MO)	Director of Studies
Nazim Uddin (NU)	Interim Head of Quality Assurance / Company Secretary
Nick Papé (NP)	Principal
Ralph Brown (RB)	Registrar
Tim Priestman (TP)	Head of Student Engagement
John Rushforth (JR)	AdvanceHE Auditor (Observer)
Aska Begum (AB)	Student Representative (via Skype)
Zahraa Rafiq (ZR)	Executive Assistant (Minute Taker)
Apologies	
Name	Job title
Lesley Cave (LC)	Non-Executive Board Member

2.   Welcome and Opening remarks by the Chair

2.1.   PB welcomed members of the COB present and introduced John Rushforth, the AdvanceHE Auditor, who was invited to attend the meeting as an observer.

3.   Review of Minutes meeting of 1st February 2019

3.1.   DB chaired the previous COB meeting and he informed PB that the previous meeting was constructive, and the Board agreed many recommendations and they were all adopted.

3.2.   The Minutes of the Strategic COB Meeting were approved as an accurate record

4. Matters arising from the Minutes

4.1. The actions from the meeting of 1st February are shown below:

Action No	Actions	Attn.	Deadline	Status
1	To ensure that the recommendation of the COB to transfer all 'Goals and Outcomes' from the 'Strategy and Enhancement Statement 2019-2022' into an 'Action Plan' is listed as an agenda item for the PEG to consider	NP	05/03/2019	On-going
2	To ensure that the recommendation of the COB to remove both section 1 'Philosophy' and section 8 'Academic Drive' from the 'Strategy and Enhancement Statement 2019-2022' is listed as an agenda item for the PEG to consider.	NP	05/03/2019	On-going
3	NP will oversee all updates to the Strategy and Enhancement Statement 2019-2022 and provide it to the PEG for their consideration.	NP	05/03/2019	On-going

4.2. All three of the actions were marked as on-going but NP confirmed that they have been entered into an action plan. The 'Strategy and Enhancement Statement 2019-2022' is still in the process of being updated. NP stated that this will be completed within the next ten days.

5. Minutes of the Governance & Management Conference of 14 March 2019

5.1. It was agreed that under Action 3 on page 5 that the acronym PIMG should be changed to PEG.

5.2. The Minutes were approved with the above-mentioned minor amendment being made.

6. Matters arising from the Minutes

6.1. The Board discussed all the actions and recommendations emerging from the Minutes and they noted the following:

- Action 1: Appropriate Governance Codes have been approved and adopted.
- Action 2: In progress
- Action 3: In progress
- Actions 4-7: Completed
- Actions 8-9: In progress
- Action 10: In progress – Under construction
- Action 11: In progress – will be uploaded to the College website
- Action 12: Complete
- Action 13: Complete – COB and AcB ToRs updated and inclusions made
- Action 14: In progress – being arranged with support from the BoD
- Action 15: In progress – additionally consideration is being given to appoint a member of staff to BoD
- Action 16: In progress
- Action 17: Complete
- Action 18: In progress

7. AdvanceHE: Governance and Management

7.1. JR gave a presentation about Higher Education governance and this was well received. He stated that he will provide the slides and RB confirmed that he would be happy to circulate those to all members.

7.2. In further discussion JR asked why we have a KPI for Attendance as other Institutions do not know and do not keep detailed records. He recommended that the College consider whether they really need this KPI.

7.3. There was a question about the importance of embracing digital technology between Academic Staff and students in order to enrich their learning experience. JR responded that a gap between student expectation and what a tutor can provide can be expected and therefore we should think about what our student might want or expect and what we can provide.

7.4. GM commented that tutors should have an understanding of the types of business that students wish to get involved with and they should consider how a curriculum may meet those needs.

8. Student Report

8.1. AB, the student representative, stated that there was not much to report as students are currently on break. She said that she will gain more insight into what the students want once the semester starts. AB stated that she is aware that some students have had concerns about assignment briefs but students are receiving help.

8.2. There is no formal process yet to recruit student representatives under the BoD. However, NU informed the COB of plans to appoint a student representative as Member. It was clarified that the student would not be a legal director.

9. Articles of Association

9.1. DB asked why it appears that CUC codes have not been incorporated into the Articles of Association as was recommended at the Governance and Management Conference, in keeping with the OfS Compliance Behaviour 2.1. It was noted that Recommendation no 17 (page 5 of the Minutes of the Governance and Management Conference) states that "include selected Principles from the CUC code No's 1,3 and 6. NP responded that the College has adopted the "Corporate Governance Principles of Unlisted Companies" (Institute of Directors) with inclusion of appropriate CUC Codes, mainly covering remuneration and transparency.

9.2. GM noted that the Articles of Association contain descriptions of the COB, AcB and the proposed ARRC, including mention of ToR's, which is unusual as any changes to those ToRs would require the respective amendments being made to the Articles of Association. NP stated that there is no deviance to the BoD ToR and that both the ToR's for the COB and AcB meet the terms of the Articles of Association. The PEG ToR is not referred to explicitly in the Articles of Association and generally it complies with OfS Expectations.

9.3. NP stated that the College is happy that the structure and ToRs of the three main Boards are compliant with the Articles of Association. College Governance has

formed the Audit Remuneration and Risk Committee (ARRC) reporting to the BoD and this is also referred to in the Articles of Association. The ToR for this Committee is being finalised but will contain external members only.

9.4. NU acknowledged the point GM made and agreed that if the Articles of Association were written in more broad terms then there would be more scope to accommodate changes. Perhaps in the future the Articles of Association can refer to ToR's in a different way but we must also consider any recommendations coming out of the AdvanceHE audit. He also agreed that the BoD will work with respective Chair's to change ToR's without changing the Articles of Association. The Board agreed that the Articles of Association should be reviewed to ascertain where it could be written in a less restrictive manner.

Action 4: BoD to consider the current terms of the Articles of Association and consider where they can be written in a less restricted manner to help accommodate changes to documents relating to Governance.

10. 9.2. BoD ToR

10.1. GM questioned whether point 2.10 about the College being 'owned and controlled by fit and proper persons' is practical, as it would be hard for the College to ensure this. NU responded and said that it is terminology used by the OfS and it is a proactive clause as 'owned' and 'controlled' are used together. It is possible as the College can put in a provision however, this section should clarify what the College can do if a shareholder is found not to be a fit and proper person. NPe wondered whether the wording as it stands is doable and was concerned its legality could be questioned.

Action 5: Point 2.10 in the BoD ToR needs to be re-worded to provide better clarity.

10.2. It was noticed that Quoracy is not mentioned in the Articles of Association but is stated in the BoD ToR. This was agreed to be updated for consistency across both documents.

Action 6: Update the Articles of Association to reflect BoD quoracy.

11. Academic Board Minutes

11.1. DB noted that point 10.1 shows that 26% of students left and he asked what the College is doing about this to improve retention rates. NU replied that an internal workshop is being arranged for staff and students to consider two key challenges:
i). Dropout rate
ii). Successful completion rate.

The workshop will explore any relationship between dropout rates and both administrative processes and academic delivery processes and to produce an action plan which will be provided to the DfE.

12. Governance and Management Action Plan

12.1. This was reviewed under agenda item 5 and 6.

13. ARRC ToR

13.1. This ToR is currently still being updated and is not yet available.

14. PEG Governance Action Plan

14.1. NP stated that there is nothing further to add to this item.

15. OfS audits

15.1. 10.1. KPMG

15.1.1. NP stated that the OfS has decided to commission KPMG to conduct a financial audit to take place from Wednesday 8th May 2019 at the Barclay Hall campus.

15.2. Academic Audit Associates

The Academic Audit Associates will conduct a Review of Academic Governance. This will take place on Wednesday 15th May 2019 at the Barclay Hall campus.

16. Reports:

16.1. HR Strategy Report (PB) (Oral)

16.1.1. PB reported that he had a meeting with the HR Manager, Maria Stevens, and provided her with templates to produce proper definitions of job descriptions and accountability to underpin salaries and personal expectations. He noted that he needs to meet with her further but that she has already begun this process. The HR strategy will serve to underpin performance and investment in training and will improve recruitment and selection.

16.2. Directors (MO) (Oral)

16.2.1. MO stated that recruitment for April intake is currently taking place and reported that teaching starts on Monday 29th April 2019. He also stated that the Barking campus has received DfE approval and Pearson clearance. There is limited time to run any programmes there from April and the conditions regarding OfS Registration from September equally apply.

16.3. Quality Assurance Report (NU) (Oral)

16.3.1. NU reported that the College has mapped its practices against the new QAA 2018 code. All policies are being developed with assistance of different departments. Policies have been approved and we are now implementing and embedding, which we will review. We have also begun preparing for the impending QSR Review. The date of this review is not yet established but there is a statutory lead in time of around 9 weeks. Additional resources might be needed and we are looking to appoint staff

on a consultancy basis. In addition, some restructuring is being considered.

16.3.2. A Root and Branch review of the Marketing, Recruitment and Admissions function has taken place and this has resulted in the production of the Marketing, Admissions, Recruitment, Selection (MARS) operational Handbook

16.3.3. NU also informed the COB that to help improve teaching quality, the Quality Department spends too much time firefighting Quality Assurance and not enough time on Enhancement. We are now looking at the three stages of enhancement that need attention: strategic enhancement, continuous enhancement and deliberative enhancement. The MARS document will be updated over time to reflect the levels of embeddedness of our policies.

16.4.   Student Engagement Report (TP) (Oral)

16.4.1. TP reported the last student engagement meeting had a turnout of five students. They have made good recommendations with regards to retention and are interested in areas of training that can be provided for them. There are service level agreements (SLAs) which set out what is expected of them and includes all meetings for the year that they will be expected to attend.

16.4.2. FH asked whether there is training for students to help them prepare to contribute to meetings. TP replied that this is currently being organised and he is proposing a 'buddy system' for students to be paired with other meeting members who can mentor them. NPe suggested an induction session to explain the procedures of meetings should be implemented and NP confirmed that this is being addressed. TP stated that all initiatives can be implemented via an 'Employability Plan'. TP advised that student reps have their own notice board and they have coloured lanyards.

16.5.   11.5. Higher Education Report (RH) (Oral)

16.5.1. RH reported that a Pearson Annual Monitoring Review took place on Wednesday 20th March 2019 and that it went well. The reviewer gave positive informal feedback and the College is waiting for the formal report to arrive in about 4-6 weeks. The informal feedback identified some areas for improvement but it is all achievable. A main point was that feedback provided to students studying under the RQF specification could have been improved. There was an RQF training session that took place on 11th April and a significant number of staff were present.

16.5.2. Recruitment for the HND Business course in Barclay Hall is on-going but expected to end soon.

16.5.3. Learning Resources Dept met recently and agreed to focus on provision for the Barclay Hall campus. They have identified core textbooks for use by the next HND Business intake.

16.6. HESA Report (RB) (Oral)

16.6.1. RB advised that the established HESA data return method is changing and that in future, it will be more complex and it will be known as 'Data Futures'. However, HESA has recognised that this will be problematic for many Institutions and it has agreed to delay its introduction by at least one year. In the meantime, HESA is piloting a trial data return which it titled BETA, in which all subscribed Institutions are obliged to partake. This will add considerably to the workload of the Senior Officer Registry (SOR) and his team, but he is confident it can be managed.

16.7. NSS Survey (MO) (Oral)

16.7.1. The NSS Survey overall submission rate has increased from last year. The current percentage stands at 77.12% but is expected to increase before the 30th April deadline. This figure has already surpassed the 69.9% total achieved last year.

17. Any Other Business (previously notified to the Secretary)

17.1. NP stated that the COB ToR is being updated and will be circulated to members via email for their review.

18. Final Action Points

Action No	Actions The shaded areas have been carried forward from previous meeting(s).	Responsible Member	Deadline
1	To ensure that the recommendation of the COB to transfer all 'Goals and Outcomes' from the 'Strategy and Enhancement Statement 2019-2022' into an 'Action Plan' is listed as an agenda item for the PEG to consider	NP	16/08/2019
2	To ensure that the recommendation of the COB to remove both section 1 'Philosophy' and section 8 'Academic Drive' from the 'Strategy and Enhancement Statement 2019-2022' is listed as an agenda item for the PEG to consider.	NP	16/08/2019
3	To oversee all updates to the Strategy and Enhancement Statement 2019-2022 and provide it to the PEG for their consideration.	NP	16/08/2019
4	Review the ToR for the BoD, re-word point 2.10 to provide better clarity	Board of Directors	ONGOING 16/08/2019
5	Update the Articles of Association to reflect BoD quoracy.	Board of Directors	ONGOING 16/08/2019

19. Date and time of next meeting

19.1. The next meeting of the College Oversight Board will take place on Friday 16th August 2019 at 12noon at Barclay Hall.

Meeting closed at 2:30pm

Signed:

Peter Bathmaker

Chair, College Oversight Board

10 May 2019