

CONFIRMED

**MINUTES OF THE CORPORATE BOARD MEETING HELD ON 31 OCTOBER 2024
0930, ICMP BOARD ROOM, KILBURN.**

PRESENT

CORPORATE BOARD MEMBERS

Chair (David Baker, DB)
Chief Executive (Steffan Davies, SD)
Executive Director (Paul Kirkham, PK)
Principal (Tony Harris, TH)
Marketing Director (Joanne VanVuuren, JV)
Finance Director (Hannah Collins, HC)
Chief Operating Officer (Jenny Marzano, JM)
Senior Non-Executive Director (Martin Day, MD)
Non-Executive Director (Ann Mroz, AM)
Non-Executive Director (James Denton-Clark, JDC)

IN ATTENDANCE

Academic Registrar, Corporate Board Servicing Officer (Stef Jones, SJ)

IN ATTENDANCE [PART OF THE MEETING ONLY]

DAPs Project Lead Consultant (Lisa Rabanal, LR) for item 14

APOLOGIES

Student President (Gus Mena-Granchelli, GMG) *for Student Representative session*
Student Engagement Officer (Karl Mak, KM) *for Student Representative session*

Session with the Student Representatives.

- 1.1. The Student Officers were not in attendance at the meeting due to attending an NUS event.
- 1.2. In their absence, the Student President provided a written report that was presented to the Board.
- 1.3. **Salaries of the student officers.** The Board acknowledged that the Officer salaries had not been reviewed in some time and as such, it is appropriate to review now.

ACTION: Principal to take forward the review of the student officer salary.

- 1.4. **Status of the Student Union Working Group.** It was reported that the first meeting of the group has taken place with the Student President as a core member. A template for drafting a constitution was provided by NUS for unincorporated associations, however this still refers to incorporated institutions and would need significant adaptation to fit our purpose.
- 1.5. It was discussed that a Memorandum of Understanding will be drafted following

- confirmation from the Student President on proposed autonomy of powers desired.
- 1.6. The Board acknowledged that the proposal for a merged student voice across ADE UK is expected to be received at the next Board meeting. Board were in agreement that this needs to be clarified before moving forward with any decisions around the Students' Union especially with SAE UK geographical campuses and co-location at Liverpool and Leeds.
 - 1.7. It is expected that the Associate Dean of Student Engagement would take forward leadership of the association. It was reported that incumbent in this role had resigned, and plans underway for recruitment of an ADE UK resource in this area to drive forward.
 - 1.8. Board members requested clarification on timeframe. A further meeting of the working group will be scheduled prior to the next Board meeting with the proposals to be received in January 2025.
 - 1.9. The Board requested that the Student Working Group take forward the points raised and respond. It was also requested that the working group ensures it also includes SAE UK representation.
 - 1.10. The Board were content with reference to a *Students' Union Project*.

CORPORATE BOARD 01 MAIN MEETING

- 1. Welcomes, apologies, quoracy and declarations of interest**
 - 1.1. The Chair welcomed members of the Board to the meeting.
 - 1.2. There were no noted apologies.
 - 1.3. There were no new noted conflicts of interests however Board members were reminded to keep the register of interest up to date.
 - 1.4. The Board noted it was quorate to proceed.
- 2. Previous Minutes and matters arising**
 - 2.1. The minutes of the meeting held on 18 July 2024 were received and **approved**, subject to some minor corrections.
 - 2.2. The redacted minutes of the meeting held on 18 July 2024 were received and **approved**, subject to the same minor corrections above.

DECISION: The minutes were approved as a correct record of the meeting on 18 July 2024.
DECISION: The redacted version of the minutes was approved for publication.

 - 2.3. Matters Arising**
 - 2.3.1. Members received updates on actions from the previous meeting, as noted in the Matters Arising Report

Matters arising from the Corporate Board meeting on 18 July 2024

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1.	CB-X03 23/24 / CB03 23/24	Chief Executive to review the senior governance structure and present to the October meeting.	October 2024	SD/PK	Paper presented.	CB	Oct 2024	Complete. Paper provided.
2.	CB03 23/24	Executive Committee to consider actions from the NED and staff meeting and report back to the July Board.	July 2024	SD	Paper received	ExCo		Ongoing. To be discussed at November ExCo.
3.	CB03 23/24	Chief Executive to liaise with Head of HR to undertake a review of Board CPD.	October 2024	SD	Review undertaken	CB	Oct 2024	Complete. Will be added as part of the Board appraisal update due to be received at CB02.
4.	CB04 23/24	Student Voice Working group to be established to develop a recommendation for the operational management of the Students' Union and ICMP Management Ltd, considering the NUS constitution guidelines for implementation in 2025/26.	October 2024	TH	Group established	CB	Oct 2024	Complete. Group established as Student Union Working Group.
5.	CB04 23/24	Student Voice Working group to develop a proposal for the structure of Student Representation across ICMP Management Ltd for implementation in 2025/26.	January 2025	TH	Proposal presented	CB		Ongoing. Pending update in CB02.
6.	CB04 23/24	Executive Committee to oversee the development of a comprehensive training plan for incoming ICMP student officers.	October 2024	TH	Comprehensive induction plan	ExCo	Oct 2024	Complete. Plan received.

7.	CB04 23/24	Executive Committee to review the actions from the Corporate and Academic Board externals meeting and provide an update on progress at the next meeting.	October 2024	SD	Actions reviewed and update provided	ExCo		Ongoing. To be discussed at November ExCo.
8.	CB04 23/24	Corporate and Academic Board externals concerns around the HR implications of the merger and unintended loss of people to be added to the Risk Register.	October 2024	SD	Risk Register updated	CB	Oct 2024	Complete. Risk Register updated
9.	CB04 23/24	Audit Committee to incorporate SAE UK identified risks into the ICMP Management Ltd Strategic Risk Register.	October 2024	MD/JM	Risk Register updated	AuCo	Oct 2024	Complete. Risk Register updated
10.	CB-4 23/24	Analysis of latest student outcome and experience metrics (i.e. B3, TEF, AP) to be provided at the next meeting.	October 2024	TH	Analysis provided	CB	Oct 2024	Complete. Analysis provided
11.	CB04 23/24	Chief Executive to agree the KPI for retention and make a recommendation to Board.	October 2024	SD	KPI presented	CB	Oct 2024	Complete. Agreed view of Academic Retention and Finance Attrition now confirmed.
12.	CB04 23/24	Chief Executive to establish a clear format and reporting schedule received by the Corporate Board with clear presentation of trend data.	October 2024	SD	Reporting schedule received	CB	Oct 2024	Complete. Full student lifecycle part of the finance pack. Will continually evolve.
13.	CB04 23/24	SAE UK continuation data to be shared with the Corporate Board.	October 2024	SD	Data received	CB	Oct 2024	Complete. Included in finance pack.
14.	CB04 23/24	Servicing Officer to update schedule of business to include EDIC and NED meeting.	October 2024	SJ	Schedule of business updated	CB	Oct 2024	Complete. SOB updated
15.	CB04 23/24	Executive Committee to undertake further discovery on options 1, 2 and 6 of the presented student	January 2025	SD	Discovery undertaken	ExCo		Ongoing. Due Jan 2025

		accommodation proposal, scalable across both brands and report back.						
16.	CB04 23/24	Executive Committee to review the terms of reference and membership of the IT Steering Group.	October 2024	SD	IT Steering Group re-established	ExCo	Oct 2024	Complete. Terms of reference and membership confirmed.
17.	CB04 23/24	Committee Effectiveness actions to be transferred to the chief executive for consideration as part of the terms of reference update.	October 2024	SD	Committee effectiveness actions considered	CB		Complete. Terms of reference on the agenda.
18.	CB04 23/24	Skills Matrix Audit to be undertaken.	October 2024	MD	Skills matrix audit undertaken	CB	Oct 2024	Ongoing. Audit underway.
19.	CB04 23/24	Servicing Officer to update schedule of business to bring DAPs variation project above the line.	October 2024	SJ	Schedule of business updated	CB	Oct 2024	Complete. Item for discussion.

REDACTED

3. Chair's Action Report

- 3.1. The Board noted the changes under existing bank mandates and new bank relationship set up.

DECISION: The changes were approved.

ITEMS FOR APPROVAL

4. Terms of Reference AY24-25

- 4.1. The Board received the Terms of Reference for approval. It was noted that these changes include reference to 'ADE UK' and the addition of effective environmental, societal and governance initiatives.
- 4.2. It was requested that the document is considered against the previous committee effectiveness report.
- 4.3. Board members noted an imbalance of NED and Directors. It was agreed that the quoracy must include at least two NEDs with one being either the Chair or the SNED.
- 4.4. Subject to the pending amendments noted above. The Board **approved** the terms of reference.

DECISION: The Terms of Reference for AY24-25 were approved

5. Schedule of Business AY24-25

- 5.1. The Board received the schedule of business for the AY24-25.
- 5.2. The Board noted the key changes.
- 5.3. It was noted that teaching observations can be scheduled by arrangement.
- 5.4. The Board discussed the student engagement sessions prior to the formal meeting. The Board agreed that these are valuable sessions for both the Board and students and should be retained.

DECISION: The Schedule of Business for AY24-25 was approved

6. Annual report and accounts

- 6.1. This item was included as per the schedule of business however Board member noted that due to change of financial year, the accounts and AFR will need to be completed prior to the next Board meeting.
- 6.2. With OfS deadline in January, it was agreed that the annual report and accounts will be considered by AuCo prior to Chair's Action in December.

7. Student Services Quarterly Reports

- 7.1. The Board received and noted the annual safeguarding report AY2324. Board confirmed that they are **assured** that adequate safeguarding provision has been made for the general welfare of students.
- 7.2. The Board received and noted the ICMP Prevent Monitoring Annual Report AY2324. Board confirmed that they are **assured** that ICMP has demonstrated due regard to the Prevent duty.
- 7.3. The Board received and noted the SAE UK Prevent Monitoring Annual Report AY2324. Board confirmed that they are **assured** that SAE UK has demonstrated due regard to the Prevent duty.
- 7.4. The Board received the proposal for Prevent Annual Monitoring for AY2425.

- 7.5. Members discussed student representative attendance and agreed that this would be appropriate as campus-based representation. It was suggested that the ICMP representative be the ICMP Student President.
- 7.6. The Board **approved** the proposals outlined for immediate implementation.

DECISION: Proposal for AY2425 prevent monitoring to be approved for implementation.

ITEMS FOR DISCUSSION

8. Chief Executive’s Report including Marketing and Finance Presentation

- 8.1. The Board received and discussed the Chief Executive Report with the Chief Executive providing a headline summary.

[REDACTED]

8.7. The Marketing Presentation was made by the Marketing Director.

- 8.7.1. The Marketing Director provided a headline summary of ICMP and SAE UK recruitment, admissions and marketing.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8.8. The Finance Presentation was made by the Finance Director.

8.8.1. The Finance Director provided a headline summary of ICMP and SAE UK [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] and ensure successful launch of Liverpool expansion and
Leeds new campus.

9. Strategic Risk Report inc. Student Protection Plan

9.1. The Board reviewed the Company Risk Register and noted several additions and amendments to the Strategic Risk Register. These amendments were actioned in real time into the spreadsheet.

10. Institutional Dashboard

10.1. The Board noted that there have been no updates to the OfS dashboard since the last meeting. The Principal presented the OfS dashboard live as the data in the report is now out of date.

10.2. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

11. Annual budget update

11.1. The Board noted the annual budget update. One member noted concerns regarding the cuts to the launch marketing budget as noted in the finance update above. SD confirmed this was under review and analysis.

12. OfS Compliance quarterly report

12.1. The Board received and noted the report. A verbal update of the OfS Monitoring Group was also received following the meeting held, 30 October 2024.

[REDACTED]

16. Systems Strategy Update

16.1. The Board received and discussed the report, noting that the IT Working Group has now been established and will be meeting monthly.

17. Governance Update

- 17.1. The Board received and discussed the review of governance report.
- 17.2. The Board noted that a process is being established to consider the NED vacancy and replacement SNED.
- 17.3. The Board noted that a skills matrix audit is in progress with two responses outstanding. It was reported that upon initial draft review; academic leadership, estates and digital expertise are the areas that would provide additional strength to the Board.
- 17.4. The Board discussed the RNGC membership and consideration to ensure impartiality.
- 17.5. The Board supported the recommendations outlined in the report.
- 17.6. The Board received and discussed the academic governance update following the merge. It was noted that previous minutes from the last 12 months of the dissolved SAE committees were received by Academic Board and any unresolved actions assigned to the relevant committees.

ITEMS FOR INFORMATION

18. Subcommittee Business

- 18.1. The Board received and noted the Executive Committee report and minutes.
- 18.2. The Board received and noted the Academic Board report and minutes.

19. Portfolio Development Group update

- 19.1. The Board received and noted the Portfolio Development report.

20. ICMP Student Officer Induction

- 20.1. The Board received and noted the ICMP Student Officer Induction.

21. ICMP Academic Update

- 21.1. The Board received and noted the ICMP Academic update.

ANY OTHER BUSINESS

22. Academic Quality Update

- 22.1. The Board received and noted the Academic Integrity Report.
- 22.2. The findings of the report is that there is no evidence to support the concerns raised and there continues to be high levels of confidence in relation to the matters raised.
- 22.3. A sample of moderation reports were independently reviewed, and the findings did

raise some inconsistencies of practice. These findings are due to be reported separately to the ASQC for consideration and action.

22.4. The Board were satisfied that the review had been undertaken thoroughly and of the outcome.

23. Update to Accountable Officer

23.1. It was noted that Steffan Davies is now the accountable officer for ICMP Management Ltd (“AD Education UK”).

23.2. The Board extended thank you to the outgoing Accountable Officer for the work undertaken throughout tenure, and looks forward to this continuing in a different capacity as Strategy Director and Executive Director.

24. Professorships

24.1. The Chair of the Board congratulated colleagues recently awarded Professorship and requested their names in order to write to them all directly.

25. Date of next meeting

25.1. The date of the next meeting is scheduled for Thursday 30 January 2025.

26. The Chair thanked Members of the Board and closed the meeting.

The meeting concluded at 13:07

REDACTED

Matters arising from the Corporate Board meeting on 31. October 2024

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1.	CB03 23/24	Executive Committee to consider actions from the NED and staff meeting and report back to the July Board.	July 2024	SD	Paper received	ExCo		Ongoing.
2.	CB04 23/24	Student Voice Working group to develop a proposal for the structure of Student Representation across ICMP Management Ltd for implementation in 2025/26.	January 2025	TH	Proposal presented	CB		Ongoing.
3.	CB04 23/24	Executive Committee to review the actions from the Corporate and Academic Board externals meeting and provide an update on progress at the next meeting.	October 2024	SD	Actions reviewed and update provided	ExCo		Ongoing.
4.	CB04 23/24	Executive Committee to undertake further discovery on options 1, 2 and 6 of the presented student accommodation proposal, scalable across both brands and report back.	January 2025	SD	Discovery undertaken	ExCo		Ongoing.
5.	CB01 24/25	Principal to take forward the review of the student officer salary.	January 2025	TH	Salary reviewed	SRC		New Action
6.								