

Minutes

CONFIRMED

MINUTES OF THE CORPORATE BOARD MEETING HELD ON 17 APRIL 2025
0930, ICMP BOARD ROOM, KILBURN.

PRESENT

CORPORATE BOARD MEMBERS

Chair (David Baker, DB)
Chief Executive (Steffan Davies, SD)
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)
Executive Director (Bruno Mourgue D'Algue, BMdA)

IN ATTENDANCE

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

IN ATTENDANCE [PART OF THE MEETING ONLY]

ICMP Student President (Gus Granchelli, GG) *for Student Representative discussion*
ICMP Student Officer (Paul Velasquez, PV) *for Student Representative discussion*
Student Engagement Officer (Karl Mak, KM) *for Student Representative discussion*

APOLOGIES

Executive Director (Paul Kirkham, PK)

PV and GG joined the meeting online via MS Teams. KM joined in person.

Session with the Student Representatives.

- 1.1. The Chair welcomed the ICMP Student President (GG), ICMP Welfare & Accessibility Officer (PV) and Student Engagement Officer (KM) to the meeting.
- 1.2. The Board received an update on the Student Union Working Group noting that a preferred model for an ADE UK Students' Union has been consulted on and agreed. It was confirmed that the election process is underway, with new Student President and Officers due to be confirmed in May '25.
- 1.3. The Student President welcomed the model, but expressed concerns on the staffing structure to support the SU moving forward. This was with regard to salaries and expanded remit across ADE UK. The Principal updated that a salary review and subsequent increase had already been implemented, and increased resource levels confirmed as part of the ADE UK Students' Union structure.
- 1.4. It was reported that the implementation of the new model is being led by the Associate Dean Student Experience, and they will work with the incoming Student President on the

management of the *SU Central Management Committee*. A Senior SU Manager was discussed.

- 1.5. The Student President raised the signing of the Memorandum of Understanding (MoU) and considered what information needs to be submitted to the OfS or NUS.

Action: Following the signing of the MoU, Principal to clarify if documentation should be submitted to the OfS or NUS.

- 1.6. The Principal noted that a meeting has been scheduled to discuss student comms, and the communication challenges noted at the previous meeting will be discussed in that meeting.
- 1.7. The COO reported that the new ICMP/SAE London Facilities Manager is establishing relationships with the local police. The Board discussed whether this should be considered across all campuses. The CEO confirmed that relationships are already in place, though should be reviewed to ensure relevance.

Action: COO to instigate re-establishing relationships between Campus Managers and local police teams.

- 1.8. The Student President reported on recent NUS Conference attendance and engagement with the All-Party Parliamentary Group (APPG) for Students.
- 1.9. The Board expressed the importance of ensuring that the positive relationships established during the current term are appropriately transferred to the incoming student team as part of the formal handover process. It was agreed that the Dean of Student Experience will be responsible for overseeing and facilitating this transition
- 1.10. The Student President was thanked for his work in driving the ADE UK SU model.

Action: Principal to ensure that handover plan is developed, and relationships and event invitations are handed over to the incoming student officers.

KM, GG and PV left the meeting

CORPORATE BOARD 03 MAIN MEETING

1. **Welcomes, apologies, quoracy and declarations of interest**
 - 1.1. The Chair welcomed members of the Board to the meeting.
 - 1.2. Apologies noted as above.
 - 1.3. There were no new noted conflicts of interests.
 - 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 30 January 2025 were received and **approved**, subject to one minor correction.
 - 2.2. The redacted minutes of the meeting held on 30 January 2025 were received and **approved**. Taking into account the minor correction above.

DECISION: The minutes were approved as a correct record of the meeting on 30 January 2025.

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 30 January 2025

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1.	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	April 2025	Complete. Structure approved. Now in implementation phase. See, 24-CB-083
3.	CB02 24/25	Student Union Working Group to confirm arrangements for student representation across ADE UK ahead of the March 2025 student officer elections.	April 2025	TH	Arrangements confirmed	CB	April 2025	Complete. Merged SU announcements and election to be launched shortly.
4.	CB02 24/25	Chief Operating Officer to meet with Student Engagement Officer to clarify any perceived communication challenges.	April 2025	JM	Meeting held	CB		Ongoing. Student comms is being coordinated by the Principals group.
5.	CB02 24/25	Chief Operating Officer to work with team to connect with Metropolitan Police to continue discussions on student safety off-campus.	April 2025	JM	Connection made	CB	April	Complete. This has been actioned for London campus.
6.	CB02 24/25	Board to receive and approve updated Terms of Reference and Schedule of Business for Audit & Risk Committee.	April 2025	MD/JM	Documents updated	CB	April 2025	Complete. Item on the agenda.
7.	CB02 24/25	Servicing Officer to provide Chief Executive with previous Board Appraisal report and action table.	April 2025	SJ	Report shared	CB	April 2025	Complete. Report shared.

3. NED EDI Meeting

- 3.1. The Board received the notes of the Non-Executive Directors meeting with EDI representatives held on the 30 January 2025.
- 3.2. It was acknowledged by the Executive, that campus events have been impacted with the Events Team focusing more on recruitment events across ADE UK.
- 3.3. It was noted that ExCo have approved the minor budget request for remainder of FY25 to ensure event continuity and are working to establish a dedicated EDI budget for FY26.
- 3.4. The Board supported the recommendation that recruitment strategy, and the recruitment of future NEDs should consider the diversity of the Board.
- 3.5. The Board noted the OfS' ruling that University of Sussex had breached free speech and governance processes and the recent UK Supreme Court ruling. The Board considered what action needs to be taken to ensure ADE UK compliance, specifically any action in relation to HR policies and any campus guidelines. The CEO updated that contact has been made with specialist advisers to review.

Action: Working with the Head of HR, Chief Executive to consider any action following the OfS ruling and the UK Supreme Court ruling.

4. Chair's Action Report

- 4.1. The Board noted the Facility Agreement, approved via Chair's Action.

DECISION: The Facility Agreement was signed off via Chairs Action by the Chair, Chief Executive and Finance Director.

ITEMS FOR APPROVAL

5. Approval, selection and appointment of NEDs and Academic Board Non-Executive members

5.1. Approval, Selection and appoint of NEDs and AcBo Non-Executives Procedure:

- 5.1.1. The Board received and noted the Selection and Appointment of Board NEDs and Academic Board ("AcBo") Non-executive members.
- 5.1.2. The Board discussed amending the process to include Executive Director appointments.
- 5.1.3. The Board accepted the recommendation to streamline the recommendation process and remove the provisional agreement of Board.
- 5.1.4. The Board discussed the appropriateness of a recommendation form and candidate comparison. Board was content that the process, through the recommendation to RNGC and approval by Board would allow for additional information to be requested as part of the approval process.
- 5.1.5. Subject to the inclusion of Executive Director appointments, the Board approved the procedures.

ACTION: RNGC Chair to review NED appointment procedure and update with Executive Director approval process.

DECISION: The Board approved the Approval, Selection and Appointment of NEDs and Academic Board Non-Executive members.

5.2. Academic Board Non-Executive recommendations

- 5.2.1. The Board received and noted the AcBo non-executive member recommendations. It was noted that the recommendation has been considered by RNGC.
- 5.2.2. The Board approved the extension of Bruce Armstrong for a period of one Academic Year.

5.2.3. The Board approved the appointment of Dr. Kate Wicklow as a new AcBo non-executive.

5.2.4. The Board requested that a NED / AcBo non-executive meeting is arranged as part of the induction.

ACTION: Servicing Officer to schedule NED / AcBo Member meeting.

ACTION: Servicing Officer to update HR on the AcBo Non-Executive decisions.

DECISION: The Board approved the extension of Bruce Armstrong for a period of one Academic Year to end of AY 25 / 26.

DECISION: The Board approved the appointment of Dr. Kate Wicklow as a new AcBo non-executive.

BM left the meeting

5.3. RNGC recommendation on Executive Director appointment

5.3.1. The Board received the RNGC recommendation for the appointment of Bruno Mourgue d'Algue as Executive Director of ICMP Management Ltd ('AD Education UK').

5.3.2. The Board discussed the composition of the Board, and aligned to governance policy that the current balance is towards Executive members. The Board acknowledged that the balance between Executive and Non-Executive should continue to be considered as part of future governance review as outlined in a later paper.

5.3.3. The Board approved the recommendation.

ACTION: Servicing Officer to update HR on the approval of new Executive Director.

DECISION: The Board approved the appointment of Bruno Mourgue d'Algue as Executive Director of ICMP Management Ltd ('AD Education UK').

BM rejoined the meeting

5.4. Senior Non-Executive Director tenure extension

5.4.1. The Board identified a gap in the record noting that a previous recommendation had been made to extend the tenure of the Senior Non-Executive Director (SNED) however, the length of extension was not determined.

5.4.2. The Board agreed to formalise the extension of the SNED, Martin Day to align with the tenure of the Chair.

5.4.3. The Board approved the extension of the SNED to 30 September 2026.

ACTION: Servicing Officer to update HR on the approval of contract extension for the SNED.

DECISION: The Board approved the extension of tenure of Martin Day as Senior Non-Executive Director of ICMP Management Ltd ('AD Education UK').

6. Terms of Reference

6.1. The Board received further proposed changes as presented by the SNED.

6.2. The Board noted the inclusion of ADE UK's access and participation plan and recommended formally noting the Student Protection Plan.

6.3. The Board noted and approved the proposed changes, subject to the amendment noted above.

ACTION: SNED to resubmit the amended Terms of Reference to the Servicing Officer

DECISION: The Board approved the updated Terms of Reference for Corporate Board, ARC and RNGC.

ITEMS FOR DISCUSSION

7. Chief Executive's Report including Marketing and Finance Presentation

7.1. The Board received and discussed the Chief Executive's Report with the Chief Executive providing a headline summary.

[REDACTED]

[REDACTED]

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

[REDACTED]

[REDACTED]

[REDACTED]

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

[REDACTED]

8. Strategic Plan 2030

8.1. The Board received the ADE UK Strategy Feb 2025 Corporate Board awayday report and noted progress against the recommended actions.

8.1.1. It was noted that a review of the Board, ARC and RNGC ToRs has been completed and was discussed earlier in the meeting.

8.1.2. The appointment of BMdA has been completed and confirmed earlier in the meeting.

8.1.3. Board noted that governance support options would be considered in the FY26 budget cycle.

8.1.4. The Board noted that the development of the template coverage report is in progress.

8.1.5. The Chief Executive confirmed that the Strategic Plan is out to consultation. Key achievements and progress are noted in the Strategy 2023 consultation report.

9. Project Geography update

9.1. The Board received and noted the report.

[REDACTED]

10. Portfolio Development Group update.

10.1. The Board received and noted the portfolio development group report.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

12. Institutional Dashboard

12.1. The Board received and noted the Institutional Dashboard Report. The Board noted no change since the previous meeting.

13. DAPs Variation Project Update

13.1. The Board received and noted the DAPs report, noting that the OfS will resume activity in August 2025. It was confirmed that DAPs preparedness continues to track to plan, and high confidence in being ready for variation assessment under current process as soon as a slot is confirmed. The Chief Executive confirmed that formal extension notification of Time-Limited DAPs to November 2028 has been received.

[REDACTED]

14. ADE Integration Team update

14.1. The Board received and noted the verbal update from the Chief Executive.

14.2. The Board noted that integration is now part of operational business. It was agreed to remove from the schedule and agenda.

15. Strategic Risk Report

- 15.1. There Board received and noted the verbal update, following robust review at latest ARC. Board were reminded of the new risk review process, noting that organisational risk register have been heavily scrutinised through Quarterly Operation Review (QOR), Quarterly Business Review (QBR) and Audit & Risk Committee (ARC).
- 15.2. No risks were identified above the threshold for Board discussion.

16. ESG Report and Update

- 16.1. The Board noted that staff have been invited to put forward nominations to join the ESG Working Group. An update will be provided following confirmation of the ESG working group membership.
- 16.2. Formal ESG report still planned for Autumn 2025, looking back at metrics from Academic Year 2024 2025. This is to be led by the Finance Director.

17. Review of Code of Governance and Strategy

- 17.1. The Board received the report on the implementation of the previous governance review and next steps.
- 17.2. The Board notes completion and update of actions from the September 2024 Governance Review.
- 17.3. The Board endorsed the plan to review and restate the institutional governance strategy for 2025 – 2030 by October 2025.
- 17.4. The Board again considered the Executive : NED ratio, noting it has shifted to 7:4. The Chief Executive confirmed that this does not cause issue, though the right balance will be considered as part of future governance strategy and ensure that independent oversight is maintained.
- 17.5. The Board noted the actions arising and agreed that:
 - 17.5.1. Student Engagement and Roadmap is to continue to be reviewed and developed.
 - 17.5.2. Robust induction programme to continue to be developed for NEDs.
 - 17.5.3. Board CPD to remain an area of focus, with the Head of HR to take the lead on this.
 - 17.5.4. Board paper template and cover page to be reviewed.
- 17.6. The development of a 5-year student representation roadmap was discussed, with the Principal noting strong progress made already. Following discussion it was agreed that a roadmap should be drafted and reviewed with the outcome being an appropriate strategy for the size and shape of ADE UK.

ACTION: Servicing Officer to ensure Governance Strategy is included on the schedule of business for October 2025.

18. Review of Board composition inc. skills

- 18.1. The Board were content that composition of the Board was discussed as part of previous agenda items.
- 18.2. **Fit and proper test:** Board members were asked to confirm their fit and proper test declarations.
- 18.3. **CV and Website biographies:** As part of the annual process, members were asked to check and review their biographies on the website. Amendments should be submitted to the Marketing Director.
- 18.4. **Register of Interest:** Board members were asked to check and confirm the Register of Interest.

ACTION: Board members to check and review website biographies, register of interest and complete fit and proper test declaration.

19. Board Awayday planning

- 19.1. The Board confirmed Wednesday, 11 June as the date of the Summer Awayday. Schedule and location to be confirmed.

ITEMS FOR INFORMATION

20. Subcommittee Business

- 20.1. The Board received and noted the Executive Committee report and minutes.
20.2. The Board received and noted the Academic Board report and minutes.
20.3. The Board received and noted the ARC report.

21. Committee Effectiveness

- 21.1. The Board received and noted the committee effectiveness report.

22. Quarterly Safeguarding and Prevent Report

- 22.1. The Board received and noted the quarterly safeguarding and prevent report.

23. OfS Compliance Quarterly Report

- 23.1. The Board received and noted the OfS Compliance Quarterly Report.

24. Equality and Diversity Review

- 24.1. The Board received and noted the Equality and Diversity Report.

ANY OTHER BUSINESS

25. ADE UK SU Structure

- 25.1. The Board received and noted the confirmed ADE UK SU structure.

26. Student Expulsion

- 26.1. The Board noted the expulsion of an ICMP student following investigation under the Student Disciplinary Procedure.

27. Date of next meeting

- 27.1. The date of the next meeting is scheduled for Thursday 17 July 2025.

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

The meeting concluded at 13:00

Matters Arising from the meeting on Thursday, 17 April 2025

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1	CB02 24/25	Student Meeting: Chief Operating Officer to meet with Student Engagement Officer to clarify any perceived communication challenges.	April 2025	JM	Meeting held	CB		Ongoing.
2	CB03 24/25	Student Meeting: Following the signing of the MoU, Principal to clarify if documentation should be submitted to the OfS or NUS.	July 2025	TH	Requirement clarified	CB		New Action
3	CB03 24/25	Student Meeting: COO to instigate re-establishing relationships between Campus Managers and local police teams.	July 2025	JM	Links made	CB		New Action
4	CB03 24/25	Student Union Elections: Principal to ensure that handover plan is developed, and relationships and event invitations are handed over to the incoming student officers.	July 2025	TH	Handover established	CB		New Action
5	CB03 24/25	EDI: Working with the Head of HR, Chief Executive to consider any action following the OfS ruling and the UK Supreme Court ruling.	July 2025	SD	Board updated	CB		New Action
6	CB03 24/25	RNGC Chair to review NED appointment procedure and update with Executive Director approval process.	July 2025	MD	Procedure updated	CB		New Action
7	CB03 24/25	Servicing Officer to schedule NED / AcBo Member meeting	July 2025	SJ	Meeting scheduled	CB		New Action

8	CB03 24/25	Servicing Officer to update HR on the AcBo Non-Executive decisions.	July 2025	SJ	HR updated	CB		New Action
9	CB03 24/25	Servicing Officer to update HR on the approval and appointment of new Executive Director (BMdA).	July 2025	SJ	HR updated	CB		New Action
10	CB03 24/25	SNED to resubmit the amended Terms of Reference to the Servicing Officer	July 2025	MD	Document resubmitted	CB		New Action
14	CB03 24/25	Servicing Officer to ensure Governance Strategy is included on the schedule of business for October 2025.	July 2025	SJ	Schedule updated	CB		New Action
15	CB03 24/25	Board members to check and review website biographies, register of interest and complete fit and proper test declaration.	July 2025	All	Information updated	CB		New Action