



**BOARD OF DIRECTORS
MINUTES OF THE MEETING HELD ON 4TH AUGUST 2020 @ 10.00 via Teams
FOR GENERAL RELEASE**

Present: **Prof. Rob Campbell, Chair**
Chris Mayo, Principal
Alan Doyle, Member
Prof. John Brooks, Member
Gwyn Arnold, Member
Ben Norris, Vice Principal (Clerk)

In attendance: **Kate Sayer, Secretary**

1. WELCOME BY THE CHAIR AND APOLOGIES FOR ABSENCE

Apologies from Tony Tyrrell.

2. DECLARATIONS OF INTEREST

None.

3. MINUTES OF PREVIOUS MEETINGS

- a. Confirmation of the minutes of the previous meeting (**doc1 BD0320**) – the minutes were approved in terms of content and accuracy.

ITEMS FOR CONSIDERATION, DISCUSSION AND/OR RESOLUTION:

4. MATTERS ARISING

- a. Actions from the previous meetings were presented. It was noted that further work in relation to analysing attendance data was key, despite distance learning due to COVID-19. If a digital footprint is available of student engagement in online tutorials this could assist in creating this data. A subsequent step of monitoring active learning was discussed.
The Public Interest Policy has been reviewed and by the internal auditor and suggestions given. Further work is to be done on this document.

[Actions: Attendance data from face to face and online learning to be reported back to the BoD in October.]

[Actions: FD to send paragraph of Public Interest Policy to GA for review.]

5. REPORTS (FOR INFORMATION):

- a. Chair's Report –The Chair has been attending senior management meetings and can report confidence in risk management and planning in light of COVID-19. Recruitment for September is positive and will be discussed in section 5b Principal's Update.
- b. Principal's Update:
 - i. Marketing update – the Principal reported on the website marketing strategy and recent virtual open day, both of which were yielding positive results.
 - ii. Admissions – the Principal updated the Board of Directors on the current admissions numbers for September 2020 intake. Clarification is to be sought on whether the student numbers intake cap is for year 1 students only.
 - iii. Returning students – the definitive number of returning students will be known after the final progression boards in September.



- iv. The Principal reported back to the Board of Directors about the recently commissioned HR report and noted that the recommendations were beginning to be implemented.

[Actions: FD to seek clarification from the OfS on whether the cap on the student number intake is for year 1 entry only.]

[Actions: HR report and implementation to be presented to the BoD in October]

- c. Financial Director Report:
 - i. This section contains commercially sensitive information and has been redacted.
 - ii. This section contains commercially sensitive information and has been redacted.
- d. Minutes and reports from other committees:
 - i. Finance Committee - the Finance director noted that the financial reforecast was being reviewed monthly as well as quarterly. The minutes were accepted by the Board of Directors.
 - ii. Audit and Risk Assurance Committee – the proposal to reappoint the incumbent external financial auditor for a two-year period was noted and approved by the Board of Directors.
 - iii. Academic Board – the Board noted that the minutes from the Academic Board meeting provided assurance of academic standards at Futureworks.
 - iv. Industry Advisory Group – the report demonstrated the strong engagement that Futureworks has with the creative industry. The Principal noted that work of the IAG will be featured more prominently on Futureworks’ website.
 - v. Safeguarding Panel – the minutes were accepted by the Board of Directors.

6. GOVERNANCE (FOR DISCUSSION):

- a. New Governance Handbook and proposed changes to the committee structure and Terms of Reference – the handbook which included a new committee structure, membership and responsibility was discussed. It was agreed that the document, which was in draft form, was strategically taking an appropriate direction, and further input would be needed to clarify the operational details. Any committee Terms of Reference which have altered in this process will need reapproving by the Board of Directors. A discussion took place regarding whether a Health and Safety Committee and a Nominations and Remunerations Committee were required for an institution of Futureworks’ size. No decision was reached on this matter.
- b. OfS regulatory communications:
 - i./ii./iii. – These documents were discussed within section 5c
- c. National Student Survey analysis – the results from the NSS were discussed. Higher response rates would be beneficial for a more accurate representation of the student perspective. Strong communication between tutors and students will ensure that any issues raised through the survey can be mitigated or resolved.
- d. COVID-19 update – the documents regarding the return to work planning and risk register in light of COVID-19 were presented. Students registration documents will now be completed online which should improve efficiency. Teaching models are to comply with government social distancing legislation.
- e. External Speaker Policy – this document was approved by the Board of Directors.
- f. Committee self-evaluation – the questionnaire will be distributed to all Board members and analysis is to be presented at the next Board of Directors meeting. It was noted that an additional questionnaire was to be circulated to the members of the Audit and Risk Assurance committee in line with CUC guidance.
- g. Audit and Risk Assurance Committee alignment with updated CUC Audit Committee



Guidance – the committee discussed elements of the new guidance document and decided that Futureworks should align itself with the CUC structure.

- h. Board administrative matters:
 - i. Insurance for non-executive directors – the documentation was presented. Further clarification was required regarding the policy held.
 - ii. Shareholder dividends – there are to be no shareholder dividends paid out this academic year.
 - iii. Annual General Meeting date – this is to take place at the Board of Directors meeting on January 14th 2021.

[Action: VP and FD to discuss development of new Governance Handbook].

[Action: Present amended Terms of Reference to the BoD for reapproval when finalised].

[Action: Academic Board to analyse issues raised through the NSS and present findings to next BoD].

[Action: Committee members to complete evaluation questionnaire. VP to present analysis to BoD in October].

[Action: Principal to circulate the full insurance policy document for clarification].

[Action: Board to advise ARAC of the decision for ARAC to align itself to the CUC structure].

ITEMS FOR INFORMATION ONLY:

7. AOB:

- a. Appendix to OfS SNC Letter July 2020 – the appendix (doc 14b) is to be referenced against the original letter (doc 14a). See section 5bii for discussion.
- b. OfS Letter July 2020 – “Approach to regulation and information about deadlines for data returns” – the additional data collection deadline of October was noted.

8. ITEMS FOR FUTURE DISCUSSION:

None.

9. DATE OF NEXT MEETING:

Date of the next meeting – Thursday 15th October 10am.