



**BOARD OF DIRECTORS
ACTIONS AND KEY DECISIONS OF THE MEETING**

Meeting Date and Time:	Thursday 22 nd May 2025 at 1.30pm
Location:	Futureworks
Present:	Prof. Rob Campbell, Chair
	Chris Mayo, Principal
	Gwyn Arnold, Member
	Prof. John Brooks, Member
	David McIntyre, Member
In attendance:	Ben Norris, Vice Principal, Clerk
	Kate Sayer, Secretary
Apologies:	Paul McKibbin, Accountant
	Renee Tyrrell

No.	ACTIONS
1	[This section contains commercially sensitive information and has been redacted.] (5b-1)
2	[This section contains commercially sensitive information and has been redacted.] (5b-2)
3	[This section contains commercially sensitive information and has been redacted.] (5b-3)
4	Secretariat to adjust the paper 6a to reflect the agreed governance arrangements (including the new governance structure) and present it back to the Board at the August meeting. (6a-1)
5	Secretariat to add 'approval of partnership arrangements' to the Scheme of Delegation as a task that the Board has decided not to delegate. Also, the wording related to expenditure delegated to the Finance Committee should be clarified. (6a-2)
6	Executive Team to look at the Risk Register again when the Strategic Plan is updated. (6b-1)
7	[This section contains commercially sensitive information and has been redacted.] (6c-1)
8	Finance Committee to look at reformatting how financial information is presented to the Board of Directors. (7a-1)
9	[This section contains commercially sensitive information and has been redacted.] (7a-2)
10	Accountant to rephrase the fraud and misconduct statements going forward to better reflect the relationship between the external accounts and the instances of reporting fraud. (7b-1)

No.	KEY DECISIONS
1	The motion to invite David McIntyre to join the Board of Directors was approved unanimously by the committee.
2	[This section contains commercially sensitive information and has been redacted.]
3	The committee approved the removal of the Audit and Risk Assurance Committee from the governance structure and the creation of a Finance Committee.
4	The Board of Directors officially approved the closure of the MediaCityUK facility.



BOARD OF DIRECTORS COMMITTEE
MINUTES OF THE MEETING HELD ON 22nd May 2025 @ 10.30 at FUTUREWORKS
For General Release

Present: **Prof. Rob Campbell, Chair**
Chris Mayo, Principal
Prof. John Brooks, Member
Gwyn Arnold, Member
David McIntyre, Member

In attendance: **Ben Norris, Clerk**
Kate Sayer, Secretary

1. WELCOME BY THE CHAIR AND APOLOGIES FOR ABSENCE

The Chair welcomed the members and set out the order of the meeting. Apologies were received from Paul McKibbin (Accountant) and Renee Tyrrell (member).

2. DECLARATIONS OF INTEREST

None declared.

3. MATTERS ARISING:

- a. Nominations and Remuneration:
(David McIntyre left the room at this point).
 - i. David McIntyre to be invited to join the Board as a NED – the motion to invite David McIntyre to join the Board of Directors was approved unanimously by the committee.

(David McIntyre rejoined the room as a newly appointed member of the Board of Directors)
 - ii. Gwyn Arnold to step down as NED from August 2025 – Gwyn Arnold is to step down from her position on the Board of Directors after the August meeting of the committee. Gwyn was thanked for her invaluable contribution to the Board, and the Chair stated that she had been an asset to Futureworks. She is happy to remain a friend of Futureworks and be of assistance in the future if required.
 - iii. Executive remuneration – [This section contains commercially sensitive information and has been redacted.]
- b. Presentation on Degree Apprenticeships by CR – [This section contains commercially sensitive information and has been redacted.]
- c. Incomplete action(s) carried forward from ARAC – there were 4 outstanding items brought forward to the Board of Directors from the Audit and Risk Assurance Committee which is no longer to convene (see item 6a). Two items were for the attention of the Facilities Manager who is leaving, so these will need to be allocated to another staff member.
[ARAC]Oct-24|3b(1) - Executive to seek guidance from HR consultant regarding updating the Staff Handbook – the HR consultant is no longer engaged with Futureworks, therefore this item remains outstanding.
[ARAC]Dec-24|7a(2) - [This section contains commercially sensitive information and has been redacted.]

4. COMMITTEE BUSINESS:

- a. Minutes of 11.11.24 & 14.11.24 – the minutes were accepted by the committee in terms of content and accuracy. An update was given by JB on item 6 (AOB) in the



minutes of the 14.11.24. [This section contains commercially sensitive information and has been redacted.]

- b. Action Plan – completed items were signed off the by the Board. The following open items were discussed in more detail:
[BoD]Aug-23 | 4b(2) - Executive Team to present the Annual Strategy and Operational Plan to the Board when complete – an update to the 2022-27 Strategic Plan is now to be presented to the Board of Directors in summer 2026. The Operational Plan will be written after the Strategic Plan has been updated. The current plan to bring the campuses onto one site is underway. Work over the summer to timetable in all teaching on the single campus will identify the operational efficiency.

ITEMS FOR CONSIDERATION, DISCUSSION AND/OR RESOLUTION:

5. REPORTS (FOR INFORMATION):

- a. Chair’s Report – the Chair has had regular contact with the Principal regarding the validation arrangements and the current recruitment status. He has been kept informed of any important developments or issues.
- b. Principal’s Operations Report –the Principal’s Operations report covered the areas of Strategic/Business Matters, Academic and Student Matters, Operational Matters, and the External Environment. The new website is being handed over by the developer to Futureworks to populate. It is hoped that this will have a positive impact on recruitment for the next academic year [This section contains commercially sensitive information and has been redacted.] Retention is still high at 95%, and there is a concerted effort to convert as many applicants as possible for a September start, to make the student number as high as possible for 2025/6. It is currently predicted that there will be approximately 386 new and returning students in September based on historic conversion rates, which is slightly down on last year. The conversion rate for attendance at open days is at the highest it has ever been which in encouraging. [This section contains commercially sensitive information and has been redacted.]
- c. Academic Board Annual Report 2023/24 – the report was commended as a very useful source of data which gave assurance and raised pertinent issues. It was noted that any issues raised should now be formally addressed and the results of these investigations should be fed into the next year’s annual report. It was noted that statistics based on small numbers are not very useful therefore benchmarking against sector averages would be beneficial. Anomalies in the data should be looked at and responded to.

It was mentioned that External Examiners are not supposed to be commenting on providers’ resources. The external examiners however are appointed by UCLan and in some instances are reporting on a few providers in the same report. It was also noted that UCLan have shortened the teaching semesters to 12 weeks down from 13, which has to be replicated by partner institutions going forward.

[Action: This section contains commercially sensitive information and has been redacted.] (5b-1)

[Action: This section contains commercially sensitive information and has been redacted.] (5b-2)

[Action: This section contains commercially sensitive information and has been redacted.] (5b-3)

6. GOVERNANCE (FOR DISCUSSION AND/OR APPROVAL):

- a. Changes to governance and partnership arrangements– [This section contains commercially sensitive information and has been redacted.] The committee approved the removal of the Audit and Risk Assurance Committee from the governance structure and the creation of a Finance Committee. The duties of the Audit and Risk Assurance Committee will be taken on by the Board of Directors, the new Finance Committee and the Operations Team as appropriate. As mentioned in



3ai, DM is to join the Board of Directors and is also to chair the new Finance Committee. The Board of Directors is to move from 4 regular annual meetings to 3, with additional single item meetings to be convened when necessary. It was noted that there is now only one shareholder present at meetings, and it may be advisable for this to be readdressed. The Board asked that the paperwork (including the new governance structure diagram) be readjusted and presented to the next meeting in August.

It was mentioned that the Scheme of Delegation does not cover approval of partnerships; this should be added as a task that the Board has decided not to delegate. In addition, it was requested that the wording around expenditure delegated to the Finance Committee should be altered slightly.

- b. Board Assurance Framework and Risk Register – a discussion took place regarding the Risk Register. It was mentioned that Academic Quality and Standards is not on the Risk Register; this is because this is under control and it is not a risk that senior management are concerned about. It was also mentioned that reputational risk was not one of the risks mentioned; this is because it is a risk that staff cannot control. However, The Board of Directors need to see that all the high level strategic risks are being considered. This can be looked at again in conjunction with the Strategic Plan.
- c. Planned closure of MediaCityUK facility – the Board of Directors officially approved the closure of the MediaCityUK facility. This is currently underway, and feedback from effected students has been positive. [This section contains commercially sensitive information and has been redacted.]
- d. [This section contains commercially sensitive information and has been redacted.]
- e. [This section contains commercially sensitive information and has been redacted.]
- f. Regulatory and statutory returns – all statutory returns were up to date and were submitted in advance of given deadlines; this was accepted by the committee.

[Action: Secretariat to adjust the paper 6a to reflect the agreed governance arrangements (including the new governance structure) and present it back to the Board at the August meeting.] (6a-1)

[Action: Secretariat to add ‘approval of partnership arrangements’ to the Scheme of Delegation as a task that the Board has decided not to delegate. Also the wording related to expenditure delegated to the Finance Committee should be clarified.] (6a-2)

[Action: Executive Team to look at the Risk Register again when the Strategic Plan is updated.] (6b-1)

[Action: This section contains commercially sensitive information and has been redacted.] (6c-1)

7. FINANCE:

- a. The financial accounts were received by the Board of Directors. [This section contains commercially sensitive information and has been redacted.]
- b. Fraud and misconduct statement – this was accepted by the committee. In future statements it was recommended that the wording be altered slightly.
- c. Financial regulations – these were agreed by the committee. [This section contains commercially sensitive information and has been redacted.]
- d. External audit arrangements for FY2025 – the timeline of the external audit proposed by the auditors Clarke Nicklin was accepted by the Board of Directors.

[Action: Finance Committee to look at reformatting how financial information is presented to the Board of Directors.] (7a-1)

[Action: This section contains commercially sensitive information and has been redacted.] (7a-2)

[Action: Accountant to rephrase the fraud and misconduct statements going forward to better reflect the relationship between the external accounts and the instances of reporting fraud.] (7b-1)



8. ITEMS FOR INFORMATION ONLY:

- a. Minutes and Action plans of sub-committees to the Board:
 - i. Audit and Risk Assurance – the work of the Audit and Risk Assurance committee was commended for its usefulness to the Board of Directors. The Finance Committee will fulfil these requirements going forward.
 - ii. Academic Board - The minutes and action plans were accepted by the committee. It was noted that an independent member attending the Academic Board again would be useful. However, it was noticed that committee members participated less in discussions when an observer representing the validating partner was present.
 - iii. Operations Team –The meeting notes were accepted by the committee.

9. AOB:

None.

10. ITEMS FOR FUTURE DISCUSSION:

- Strategic Plan renewal
- Revised governance and management handbook
- Audit arrangements for AY 25/26
- Cyber Security report

11. DATES OF NEXT MEETING:

- Thursday 28th August 2025.