


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

Meeting Date and Time:	Monday 15 th May 2023 at 10.30am
Location:	Futureworks
Present:	Prof. Rob Campbell, Chair
	Chris Mayo, Principal
	Alan Doyle, Member
	Gwyn Arnold, Member
	Prof. John Brooks, Member
In attendance:	Ben Norris, Vice Principal, Clerk
	Kate Sayer, Secretary
Apologies:	Tony Tyrrell (proxy for Renee Tyrrell)

No.	ACTIONS
1	[This section contains commercially sensitive information and has been redacted.]
2	DAPs management team to provide a timeline with target dates of when key areas will be completed, and detail which areas have already been covered. This is to be provided to the BoD before the next committee meeting in August. (4b-2)
3	Board of Directors request that ARAC looks at commissioning an external review of Governance at Futureworks. (4c-1)
4	Heads of School to provide details of how they ensure their part time teaching staff receive appropriate staff development. (4c-2)
5	Secretariat to arrange a meeting of the Nominations and Remuneration Committee. (4c-3)
6	Secretariat to review the ARAC/BoD committee meetings schedule in view of the external audit. (4f-1)

No.	KEY DECISIONS
1	It was agreed that a member of the Board of Directors should be involved in the appointment of the Academic Lead.
2	Proposal for any changes to the Academic Board should be circulated to the Board of Directors before the August meeting for comment, then given final approval at the meeting.
3	The Board requested a few additions to the Principal's report: <ul style="list-style-type: none"> • Both methods for calculating retention to be shown. • More information on KPIs in the areas of HR, marketing and academic matters. • More information on Health and Safety issues. • A list of what areas of research were being carried out by staff members.



**MINUTES OF THE MEETING HELD ON 15th May 2023 @ 10.30 at FUTUREWORKS
FOR GENERAL RELEASE**

Present: **Prof. Rob Campbell, Chair**
Chris Mayo, Principal
Alan Doyle, Member
Prof. John Brooks, Member
Gwyn Arnold, 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 Tony Tyrrell.

2. DECLARATIONS OF INTEREST

None declared.

3. COMMITTEE BUSINESS:

- a. Previous Minutes:
 - i. Minutes of 21.02.23 for accuracy – the minutes were approved in terms of content and accuracy.
- b. Action Plan – [BoD]Aug-22 | 4bii(1) – a short version of the requested report will be presented to the Academic Board meeting in June. The action plan was accepted by the committee.
- c. Declaration of Interests Survey – this was noted by the committee.
- d. Matters Arising: [This section contains commercially sensitive information and has been redacted.]
- e.

ITEMS FOR CONSIDERATION, DISCUSSION AND/OR RESOLUTION:

4. REPORTS (FOR INFORMATION):

- a. Chair's Report – the Chair had attended a number of Executive Team meetings and was up to date on current operational matters. [This section contains commercially sensitive information and has been redacted.]
- b. DAPs update – the Non-Executive Directors had met prior to the Board meeting to discuss the papers presented. [This section contains commercially sensitive information and has been redacted.]

It was agreed that a member of the Board of Directors should be involved in the appointment of the Academic Lead as it is a senior management position. The new Head of Academic Quality and Standards has now started in post which will quickly speed up the work outstanding in this area. A new project management software called Smartsheet has been acquired which should help enable the smooth running of the DAPs project. A discussion took place regarding the writing of a draft submission and whether creating a draft would be beneficial at this time. It was decided that a simple timeline would suffice, showing what requirements were still to be completed and when these could feasibly be achieved. The Board of Directors also requested to be informed of the areas now completed; in this way they would have a comprehensive picture of Futureworks' readiness to apply for DAPs. [This section contains commercially sensitive information and has been redacted.]



The timing of a Governance review needs to be ascertained; Futureworks is working in line with the CUC guidance which suggests a review should be carried out every 3 years. The Board of Directors therefore requested that ARAC commission this review.

- c. Principal's Report –the Principal's report covered the areas of Strategic/Business Matters, Academic and Student Matters, Operational Matters, and the External Environment. The report was welcomed by the committee and was dealt with by exception.

It was noted that the proposed changes to the Academic Board would need to be approved by the Board of Directors, and in order for changes to be implemented by the start of the new academic year, the proposal should be circulated to the Board before the August meeting for comment, then given final approval at the meeting. National industrial action in the sector was mentioned. Many academic staff in the sector are not marking assessments in a dispute over pay and working conditions. As Futureworks is not unionised Futureworks' students will be unaffected by this industrial action.

There are two methods for calculating student retention and the Board requested that both methods be shown going forward. More information on the KPIs in the areas of HR, marketing and academic matters was requested. More information on Health and Safety issues was also asked for, alongside a list of what areas of research were being carried out by staff members.

A discussion took place about current recruitment figures and predictions based on the historical conversion rate. It is currently predicted that numbers will be up slightly on last year; moreover the 3rd year who will be leaving are a small year group, therefore the number of students across all three years will be higher. Website hits and open day attendance has been consistently up across the year, assisted by the upfront spend on marketing at the start of the academic year.

The Principal is regularly going to the student partner meetings in order to hear about the student experience. This is proving to be a useful mechanism for communication.

Freelance staff member Gemma Crockett was part of a team that recently won an Oscar for an anime film which is a great achievement.

A discussion took place regarding the teaching experience of academic staff (in particular freelance staff) and ensuring that those that required support were provided with the necessary training. It was mentioned that the Open University may have some free training modules that may be beneficial. Heads of School were requested to provide details to the Board of how they ensure their freelance and part time staff are at the correct level.

- d. Financial Management update Q2 2022/23 – [This section contains commercially sensitive information and has been redacted.]
- e. Financial plans and provisional budget for AY23/24 – [This section contains commercially sensitive information and has been redacted.]
- f. Approval of new External Auditor appointment – Clarke Nicklin have been chosen as Futureworks' new External Auditors. A representative of the firm will attend all Audit and Risk Assurance Committee meetings throughout the year. The Board was assured that ARAC had been very thorough throughout the tender process and were comfortable with their decision. It was again mentioned that the scheduling of meetings will need to be reviewed to ensure that the correct process takes place and that there is sufficient time to carry out the audit successfully. The Board agreed with the proposed appointment.
- g. Revised Institutional KPI proposals – these are to be received at the August Board meeting.
- h. Board members' terms of office and succession planning – a Nominations and Remuneration Committee meeting is required to look at succession planning and also



to ratify the Principal's salary. It was suggested that this takes place if possible before the next meeting of the Board of Directors.

[Action: This section contains commercially sensitive information and has been redacted.] (4b-1)

[Action: DAPs management team to provide a timeline with target dates of when key areas will be completed, and detail which areas have already been covered. This is to be provided to the BoD before the next committee meeting in August.] (4b-2)

[Action: Board of Directors request that ARAC looks at commissioning an external review of Governance at Futureworks.] (4c-1)

[Action: Heads of School to provide details of how they ensure their part time teaching staff receive appropriate staff development] (4c-2)

[Action: Secretariat to arrange a meeting of the Nominations and Remuneration Committee.] (4c-3)

[Action: Secretariat to review the ARAC/BoD committee meetings schedule in view of the external audit.] (4f-1)

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

- a. Institutional Risk Register– the Risk Register was presented to the Board of Directors and changes to the register were highlighted.
- b. Compliance/regulatory returns – all statutory returns are up to date and have been submitted in advance of given deadlines.

6. ITEMS FOR INFORMATION ONLY:

- a. Minutes and Action plans of sub-committees to the Board:
 - i. Audit and Risk Assurance
 - ii. Academic Board

These minutes and action plans were accepted by the committee.

7. AOB:

None.

8. ITEMS FOR FUTURE DISCUSSION:

None.

9. DATE OF NEXT MEETING:

- Thurs 31st August 2023 at 10.30am (Date subject to change at request of committee members).