

**BOARD OF DIRECTORS
MINUTES OF THE MEETING HELD ON 15TH OCTOBER 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

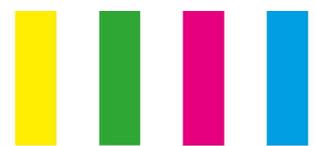
- a. Confirmation of the minutes of the previous meeting (**doc3a**) – the minutes were approved in terms of content and accuracy.
- b. Confirmation of the minutes of the special single-item meeting (**doc3b**) – the minutes were approved in terms of content and accuracy.
- c. The Action Tracker document was discussed, and some formatting improvements suggested. The Action Tracker is to go to the Exec Team meeting within 2 weeks of the Board meeting alongside draft unconfirmed meeting minutes.

[Action: Add column to Action Tracker for due dates. Items 2, 3, and 5 to have dates added]
[Action: Action Tracker to go to Executive Team meeting within 2 weeks of BoD alongside unconfirmed meeting minutes. Executive Team to review Action Tracker on a regular basis.]
[Action: Completed items to be signed off, then archived from Action Tracker in separate document.]

ITEMS FOR CONSIDERATION, DISCUSSION AND/OR RESOLUTION:

4. MATTERS ARISING

- a. Committee business
 - i. Committee Work Schedule/Outstanding Committee Business – the schedule for the Audit and Risk Assurance Committee (ARAC) is to be recommended to the Board for approval. The other plans were also accepted in principle. The membership of ARAC was discussed with an additional independent member now needed in line with adoption of the CUC code. The Finance Director will become a meeting attendee rather than a member.
With reference to outstanding committee business, the items listed on the coversheet were discussed. In the short-term, these items can be owned by the Board of Directors. However, a committee comprising non-executive Directors was suggested to review senior management remunerations. A proposal on staff remuneration and appraisal is to be brought to the BoD in January and implemented in spring 2021.
A discussion took place regarding the focus of the Board meetings and broadly what items should be tabled at the meetings. A closer alignment with



the Strategic plan was suggested, and minor amendments to policies could be approved outside the formal meetings.

- ii. Committee Schedule – this was accepted by the committee.
- iii. Notice of upcoming Fit & Proper Persons Test – this will be sent out to committee members in the coming weeks to be completed and returned.
- iv. Notice of upcoming Board Skills Matrix Survey - this will be sent out to committee members in the coming weeks to be completed and returned.
- v. Minutes of the Audit & Risk Assurance Committee – attention was drawn to the outstanding business minuted in 4ai. Work on the internal audit needs to be a priority, as well as work on the risk register.

[Action: As a temporary measure, the BoD is to take on the business of a Health and Safety Committee, Nominations and Remunerations Committees and of a Deputy Chair.]

[Action: Additional independent member of ARAC to be recruited.]

[Action: Add nominations for ARAC to the January Board meeting agenda.]

[Action: Exec Team to consider creating an "Away afternoon" for management team and Board to increase communications.]

[Action: HR proposal to be brought to the BoD in January.]

[Action: NEDs to help produce a proposal paper for the structuring of a Remunerations Committee.]

[Action: Fit and Proper Persons Test to be completed by committee members and returned to Secretary.]

[Action: Board Skills Matrix Survey to be completed by committee members and returned to Secretary.]

[Action: Policies requiring only minor changes to be circulated via email for final approval.]

[Action: Papers are not come back to the Board more than once.]

[Action: Events and Publications List should be emailed to members rather than being brought to meetings.]

5. REPORTS (FOR INFORMATION):

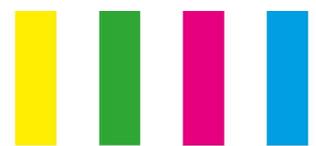
- a. Chair's Report – the Chair has attended some Executive Team meetings of which COVID-19 planning was the primary focus. The staff appraisal process is due to commence before the next meeting of the Board.
- b. Principal's Report – two wellbeing sessions for staff had taken place with regard to returning to work after COVID-19 lockdown. These had been well received and a further general session is to take place in November. Since the start of the semester, lessons have been moved online, with only studio time taking place on campus to reduce the risk of infection.

Staff are to receive a small reward as a token of thanks for hard work over the summer in these challenging times. A CRM system is to be considered to bolster the HR and staff development provision. A new appointment in Academic Quality is to be made to replace staff members who left earlier in the year.

The Principal is now holding weekly meetings with staff teams which is proving successful with staff feeling more informed and in touch with processes and decision-making at Futureworks.

Visitors to the website have increased considerably since a new marketing system was employed earlier this year, which is encouraging for 2021 recruitment.

The NSS results were discussed and identifying why results were less positive should be a priority so that this can be remedied. The link between staff and student satisfaction was mentioned and should be investigated. Head of Schools are talking to their staff about this issue and remediating actions being taken.



Attendance data was discussed and it was noted that many students had responded well to online learning. Attendance, progression and retention are key areas of focus.

[Action: A Non-Executive Director is to be involved in the selection process for the Academic Quality post.]

[Action: Investigate the reasons for lower NSS scores as a priority. Principal and Chair to meet to discuss NSS actions after the October Academic Board meeting]

c. Financial Director Report:

- i. Financial Performance Update – the importance of strong retention rates was highlighted in the Financial Performance Update. A scenario-based approach to planning proved useful and will be continued in the future. Leasing space at Media City was discussed and should be looked at in more detail. This section contains commercially sensitive information and has been redacted.
- ii. Cashflow 2019-20 – Actual – received by the Board.
- iii. Cashflow 2020-21 September budget – received by the Board.
- iv. Financial Regulations – these have been to ARAC and required final approval from the Board. A number of amendments/additions were noted which can be approved outside of the meeting. The external audit of the accounts is to commence on November 9th and will take 3 weeks to complete. This will be signed off at the Board meeting in January.

[Action: Feasibility Study to be performed and assessed before committing to any extension of terms at Futureworks Studios in MediaCityUK. The leasing of Media City to be added to agenda for a future meeting.]

[Action: FD to add documents to the Annexes of Financial Regulations and ensure consistency and completeness. Section on Procurement needed and grammatical errors to be fixed.]

[Financial Regulations to be reviewed/recommended to the Board before the Board meeting, not after.]

- d. HR report & proposed HR Action Plan – the importance of staff satisfaction and keeping strong communication channels was highlighted. Maintaining a loyal staff base is key. Board members expressed dissatisfaction that an Executive Action Plan was not as yet formulated, and stated it was needed as a matter of urgency. Issues of pay, communication, direction and staff progression, staff reviews and rewarding achievements are to be covered. A Strategic Action Plan from the report produced by GA in January is to be formulated. Academic Board matters of curriculum development, research development and curriculum closure also need addressing in parallel.
- e. Executive Team Report – the quality and content of this report were commended. The conversion between applications and enrolments has been higher which is positive. Adverts for Futureworks began in March so should yield results for 2021 applications.
- f. Student Partner report – accepted by the Board.

[Action: Principal to work with HR consultant to create Executive HR Action Plan as a matter of urgency to be presented to the Board in January.]

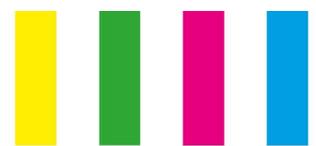
[Action: Strategic Action Plan from report by GA to be presented to the Board in January.]

[Action: Progress on key issues at Academic Board of curriculum development, research development and curriculum closure to be on agenda for future meeting.]

[Action: Discussion between Chair and Principal as to whether an additional meeting in December is required to focus on NSS and HR.]

[Action: ARAC and AB meeting minutes should routinely go to the Board.]

[Action: HR update to be on agenda for every Board meeting until further notice.]



6. GOVERNANCE (FOR DISCUSSION):

- a. Updated Governance and Management Handbook – it was noted that the Executive Team will have formal minuted quarterly meetings with the management team at Futureworks. A number of additions to the handbook were required, so as such the handbook would be approved by chair's action subject to completed changes.
- b. COVID-19 outbreak response plan – the updated plan which has been received by Public Health England was approved by the Board.
- c. Risk Management Strategy – the Risk Management Strategy was accepted by the Board. The Risk Register is now required and should be presented at the next Board meeting.
- d. Revised Strategic Plan – the Board recognised this as the beginning of a useful document. Three year and annual operating plans are now required and more specific departmental KPIs suggested to include sustainability, people, HR and diversity. Detail of feasibility and how KPIs can be measured and monitored needs considering.
- e. Committee Self-Evaluation analysis – the attractive presentation of this analysis was commended. Results were largely positive and constructive comments are to be taken on board by the clerking team. Whether terms of reference are being covered adequately is to be considered.
- f. Events and Publications – this was received by the Board. In future this is to be emailed to committee members instead.
- g. CUC Code of Governance – this is a useful resource. The Board agreed to formally adopt this code.
- h. Value for Money statement – barring the correction of a few minor grammatical errors, this was accepted by the Board.
- i. Public Interest Disclosure Policy – with exception of a few minor amendments, this was accepted by the Board.
- j. Committee Servicing Handbook – this document is a first draft and as such requires some alterations. Further information on recruitment was suggested.
- k. Safeguarding Policy – use of DBS checks was discussed. The document was accepted by the Board.

[Action: FD to make changes to Government and Management Handbook to include: membership proposal for ARAC, adding monitoring of partnerships to ToR for the Executive Team, the quorum/recruiting to/removing from the BoD. Document to then be circulated to BoD for approval outside meeting.]

[Action: Risk Register to be presented to next Board meeting and to next ARAC meeting.]

[Action: 3 year and annual operating plans to be added to Strategic Plan. Items which will regularly alter are to be added in an Annex.]

[Action: KPIs to be set in Strategic Plan. Reputation/Profile to be considered for inclusion in KPIs. People and HR to be considered for inclusion in KPIs. Diversity to be considered for inclusion in KPIs. Milestones required. Means of measuring/monitoring required.]

[Action: Clerk to take on board comments in Committee Self-Evaluation questionnaire. Measuring if the ToR are being carried out comprehensively is to be considered. Additional question regarding the ToR to be added to the questionnaire in future.]

[Action: VP to change Futureworks' membership status with the CUC.]

[Action: VP to conduct a gap analysis to identify any areas of non-compliance with the CUC code.]

[Action: FD to make minor grammatical changes to VfM statement then circulate to Board via email.]

[Action: Minor amendments including contacting the Chair of ARAC via the clerking team to be



made to the Public Interest Disclosure Policy, then document to be circulated to Board via email.]

[Action: Amendments to be made to Committee Servicing Handbook including the addition of recruitment processes for all committees.]

ITEMS FOR INFORMATION ONLY:

7. AOB:

None

8. ITEMS FOR FUTURE DISCUSSION:

None.

9. DATE OF NEXT MEETING:

Date of the next meeting – Thursday 14th January 2021 10am.