



**BOARD OF GOVERNORS  
MINUTES OF THE MEETING HELD ON 9<sup>TH</sup> APRIL 2019 @13.00  
FOR GENERAL RELEASE**

Present:       **Prof. Rob Campbell, Chair**  
                  **Chris Mayo, Managing Director**  
                  **Alan Doyle, Member**  
                  **Tony Tyrrell [Proxy for Renee Tyrrell, Director]**  
                  **Gwyn Arnold, Member**  
                  **Ben Norris, General Manager**

In attendance:

- 1. WELCOME BY THE CHAIR AND APOLOGIES FOR ABSENCE**  
Apologies from John Brooks who was unable to attend.
- 2. DECLARATIONS OF INTEREST**
- 3. MINUTES OF PREVIOUS MEETINGS**
  - a. Confirmation of the minutes of the previous meeting (**doc3-BG0419**) – the minutes were confirmed to be accurate and approved.

**ITEMS FOR CONSIDERATION, DISCUSSION AND/OR RESOLUTION:**

- 4. REPORTS (FOR INFORMATION):**
  - a. Chair's Report - the Chair had nothing to report, except to welcome everyone to the first joint meeting of both Boards. It was also noted that a preliminary meeting of the Board had taken place two weeks earlier with Prof. Brooks as he was unable to attend the meeting on April 9th.
  - b. Managing Director's Report – the Managing Director had nothing to report.
  - c. Update on the Audit and Risk Assurance Committee – The Audit and Risk Assurance Committee reported on the successful meeting which had taken place earlier in the day, and that the Committee was making acceptable progress towards its goals. It was noted that the Chair of the A&RA Committee was performing his role admirably. It was agreed that the Review of the effectiveness of the Board was the first step in a longer process, and it was clear that the Board of Directors had taken the process seriously and were prepared to make the required changes.
  - d. Access and Participation – The General Manager provided a brief presentation on developments in Access & Participation, following his week with the OfS in London.
  - e. Prevent – the General Manager updated the Board(s) on developments with the Prevent Duty.

**5. FINANCES (FOR INFORMATION):**

Current income and expenditure against budget – the Finance Director gave an update on the Company's finances, noting the current academic/financial turnover. Also noted was the cost of staff which was on budget

[REDACTED]

[REDACTED]



- b. Current Student Numbers – it was noted that student numbers were slightly lower than anticipated.
- c. Cash Flow – the FD confirmed there was sufficient cash in reserve to cover upcoming costs.
- d. Projected Out Turn for 18/19 – the Board requested that an analysis of the projected outturn, cash flow and audit information be presented in writing, rather than verbally, to future meetings of the Board.

**6. RECRUITMENT FOR 2019/20 (FOR INFORMATION):**

- a. the Managing Director provided information about current recruitment, which included data on the reduction in applications to Futureworks but an increase in conversions, putting the Company in a better position than in recent years. It was noted that the increased UCAS tariff plus full cost tuition fees (and loans) had contributed towards this. Also noted was the excellent work done by the Head of Student Affairs who was now responsible for admissions processing and who had made admissions at Futureworks considerably more efficient. The Board noted that BGIA had recruited poorly, and that plans to mitigate this were underway.

**7. POLICIES (FOR APPROVAL):**

- a. Safeguarding (doc1-BG0419) (encs) – the Board approved the revised Safeguarding Policy.

**8. GOVERNANCE (FOR DISCUSSION):**

- a. Merging of the Boards – members of the Board of Governors had previously received invitations to join the Company as Independent/Non-Executive Directors, which had been accepted, and that following the successful appointment of the Governors to the BoD, the BoD now proposed to dissolve the Board of Governors, consolidating the two Boards into one single Board, with an even number of Shareholder-Directors and Independent Directors. It was agreed that revised Terms of Reference were required.

**[Action: The Managing Director to work with the General Manager to produce revised ToR for the combined Board].**

- b. The Board recognised the Chair as the new independent Chair of the Board of Directors, and recognised Tony Tyrrell as a proxy for Renee Tyrrell.
- c. Annual schedule of meetings – the Board agreed the proposed schedule of meetings for the remainder of 2018/19 and all of 2019/20, and noted that further meetings would be required particularly in light of the Review of the Board which had taken place earlier in the day by the Audit & Risk Assurance Committee.
- d. Induction for Board members – the Board recognised that an updated procedure for inducting new members to the Board was required. Independent members were invited to spend time with key personnel at Futureworks, including the General Manager, the middle-management team and by sitting in on committee meetings as required.

**[Action: The Managing Director to work with the General Manager to co-ordinate an appropriate induction procedure].**

- e. Formation of Academic Board – the Board agreed the creation of a new Academic Board, which would be responsible for academic matters in the post-merging-of-the-Boards environment. The group agreed that the Academic Board would be chaired by the Managing Director, and would most likely include key management staff in its



membership, including the Head of Academic Quality & Enhancement, the Head of Student Affairs, at least one Head of School, one or more students and one or more external members.

**[Action: The General Manager to create a formal proposal for the structure and membership of the new Academic Board].**

**9. STRATEGIC PLANNING (FOR DISCUSSION):**

The group noted that a new, revised strategic plan was under development and currently undergoing consultation with the staff. It was also noted that the Managing Director, Financial Director and General Manager were now undertaking to meet on a weekly basis to discuss strategy and actions required. It was noted that additional marketing was required if the recruitment goals in the strategy were to be achieved.

**10. PARTNERSHIP UPDATE (FOR DISCUSSION):**

This was discussed earlier in the meeting (item 5a)

**ITEMS FOR INFORMATION ONLY:**

**11. AOB**

- a. Financial Viability & Sustainability Letter from OfS (doc2-BG0419) (encs) – the group discussed the letter received by the OfS, which had been sent to all providers, and was happy that Futureworks had taken appropriate action in its earlier projections to mitigate the risks of being vulnerable to the potential effects of the issues raised by the DfE's letter.
- b. The General Manager requested an update on the proposal to recruit additional staff. The Managing Director noted that this would be discussed at the next strategy meeting, due to take place on Tuesday 16th April.

**12. ITEMS FOR FUTURE DISCUSSION**

**13. DATE OF NEXT MEETING**

The next meeting will take place on 6<sup>TH</sup> August 2019 @10.00