

CONFIRMED – FOR PUBLICATION WITH REDACTIONS
MINUTES OF THE CORPORATE BOARD MEETING HELD ON 9 JULY 2020
AT 10:00 BY TEAM VIDEO CONFERENCE

PRESENT

CORPORATE BOARD MEMBERS

Professor David Baker (DB)	Chair
Martin Day (MD)	Senior Non-executive Director
Tony Harris (TH)	Executive Director and Dean of Academic Studies
Paul Kirkham (PK)	Chief Executive
Joanne King (JK)	Marketing Director
Jenny Marzano (JM)	Finance Director
Roxanne Stockwell (RS)	Non-executive Director
Syra Vahidy (SV)	Non-executive Director
Pete Whittard (PW)	Chief Operating Officer

IN ATTENDANCE

Jan Roy (JR)	Servicing Officer
Sultan Alabede Ososanya (SA)	Student President, for the first part of the meeting

APOLOGIES

None

Meeting with Student Senate

DB welcomed to the meeting Sultan Alabede Ososanya (SA) Student President, for the first part of the meeting.

The Corporate Board discussed progress made since the meeting on 16 April on two items of particular interest to the Student Senate.

1. No detriment policy

- 1.1 TH explained that as ICMP is not the awarding body a no detriment policy cannot be adopted. However, ICMP has adopted a no detriment approach to marking and assessments and adjusted assessment evidence against learning outcomes to ensure no students have been disadvantaged.
- 1.2 SA commented that he recognised that this was the best that ICMP could achieve given the circumstances and reported that there were no repercussions and no negative comments had been received on this approach to marking and assessment.
- 1.3 The pandemic did not appear to have had a detrimental impact on performance to meet assessment deadlines as the number of students filing an extension claim to push deadlines back to re-sit dates was similar to that in previous years.

2. Diversity

- 2.1 SA said that it was good that ICMP acknowledged the need to address diversity and inclusion beyond Corporate Board representation. Kilburn is a diverse community and students want to feel represented at ICMP by teaching staff and all at the College. The Student body welcomed ICMP's opening the conversation and the approach to see beyond differences and foster sense of community in a holistic way.
- 2.2 TH commented that the Working Group would address historical issues of a white focus on pedagogy which required a cultural change at ICMP.

- 2.3 The Corporate Board welcomed TH's examples of how ICMP was proactively seeking people who can bring a fresh perspective.
- 2.4 Appropriate communication through marketing and social channels and introduction of a BAME scholarship were ongoing and ICMP agreed that actions to tackle issues around inclusion and diversity need to be transparent and addressed at the right levels across the College, led by the leadership team. SA welcomed the Working Group's reporting line direct to the Corporate Board and was confident that ICMP's process would ensure that this important initiative did not get forgotten. Bringing in somebody from outside was positive and a perspective beyond the student voice would be beneficial to whole student body.
- 2.5 SA said that, at present, some students were not fully aware of all that ICMP was doing behind the scenes. He acknowledged that international students were negatively impacted by Covid-19 and were unlikely to come to ICMP in the same numbers as in previous years which led to uncertainty. He was confident that students would still want to come to ICMP if positive communications continue and a mass communications programme was rolled out explaining what would happen in September.
- 2.6 The Corporate Board noted the phasing of ICMP's communication programme. Phase 1 had involved research to understand the main issues for students and the regulatory and other requirements relating to the pandemic. Phase 2 will run from 13 July to roll out the mass communications exercise using four different scenarios envisaged from September 2020, ranging from extreme lockdown to almost open arrangements. ICMP acknowledged that the timing of communications was key to its success. JK added that a flexible approach was being taken at ICMP in relation to admissions, onboarding and provision of blended learning.
- 2.7 PW explained that some students who needed to finalise their programmes had returned to the College building. An external contractor has been engaged to support the re-opening of the site on a 'Covid-secure' basis and all guidance had been followed.

There were no additional items to be raised by or discussed with the Student President.

This was SA's last attendance at the Corporate Board as Student President and he was thanked for his significant contribution to ICMP, for helping ICMP to establish a student presence at the Corporate Board, and was wished all the best for the future.

SA left the meeting.

1. Welcomes, apologies, quoracy and declarations of interest

DB welcomed everyone to the meeting and declared that it was quorate to proceed. No apologies had been received.

2. Summary minutes

The Corporate Board welcomed the new approach to publish summary minutes. While endeavouring to be as full and open as is reasonably possible, this wider communication may be partially redacted if the Corporate Board considers any items to be commercially, legally or otherwise operationally sensitive.

It was agreed that the redactions would not be shown in the summary minutes. The document would be published on ICMP's website as long as careful and appropriate redactions were made and that it was accompanied by a note to state that some redactions had been made.

The version of the summary minutes marked up in the Corporate Board report pack was approved.

3. Minutes and matters arising

With minor revisions to item 15 the minutes were approved as a correct record of the meeting on 16 April 2020.

The matters arising were noted. The action relating to an internal audit review would be presented to a future Corporate Board meeting as it was deferred pending completion of the Covid-19 projects and a return to site.

An updated 'matters arising' chart is shown below.

Matters arising from previous meetings **UPDATED** on 9 July 2020

Point	Action to be taken	Target date	Action by	Success indicators	Report to	Date complete	Status and Evaluation
1. CB2 2019/20	From July 2020 ICMP will publish Corporate Board minutes	July 2020	PK	Publication of appropriate CB minutes	CB	Sept 2020	Complete – minutes for publication included for approval on 9 July
2. CB2 2019/20	Corporate Board would receive final paperwork prior to the Student Governor recruitment process.	July 2020	TH	Appointment of Student Governor	CB	July 2020	Complete – paper presented on 9 July
3. CB 2 2019/20	There was a presentational error to be corrected in relation to the level of assessed risk against conditions of registration.	April 2020	PW/ JR	Correct data recorded and filed	CB	April 2020	Complete
4. CB 2 2019/20	Internal audit timetable - Reassessment of the goals, reach and resources would be carried out in light of Covid-19 and a revised implementation plan presented to the AuCo and the Corporate Board.	Autumn 2020	PW	Finalised internal audit plan and timetable	AuCo CB	tbc 2020	Paper to be presented to a future meeting when access to the office was resumed and the audit carried out

4. Corporate Board observation report

Rebecca Morrison's report was discussed. Her attendance at the April 2020 Corporate Board meeting was part of a process of observation of ICMP.

One specific report recommendation was discussed and it was agreed not to implement governance framework changes; in particular an additional senior executive committee would not be introduced, as the current governance framework was effective and the Corporate Board did not consider that it required amendment.

Other recommendations in the report were agreed and were being implemented. Positive comments in the report were noted.

5. Report on Chair's action

The Corporate Board noted Chair's action taken on the corporate board review of effectiveness 2019/20.

6. Review of Corporate Board Terms of Reference

PK explained the changes which were tracked in the document presented in the board pack, which included a small number of clarifications and reflected up to date practice. The revisions to the constitution of the Corporate Board and other minor amendments were approved.

Should the appointment of a student governor be approved this would be included in the Terms of Reference to be approved by Chair's action in between the annual review process (see item 10).

MD explained that the Terms of Reference had been reviewed by the Remuneration and General Purposes Committee (RGPC) together with the terms of reference for all ICMP Boards and Committees. Consideration would be given to training for directors on changes to legislation which had a significant impact on ICMP. **ACTION: PW**

7. Committee effectiveness review report

The RGPC review was welcomed and the Corporate Board noted the findings which included a clear ethos of self-analysis and governance enhancement at ICMP. The operation and development of each committee had been self-assessed as strong with no material failings, which was endorsed by RGPC. There was a full and appropriate programme of ongoing governance enhancements in place and evidence of effective implementation.

The Corporate Board noted the fully satisfactory completion by all its sub-committees of an annual review of effectiveness and was assured that each Committee continued to undertake activity to enhance ICMP's governance function.

It was clarified that the Chair of the relevant Committee will lead on any discussions at Corporate Board meetings, and that this will be reflected on the agenda.

8. Plan for Corporate Board appraisal

DB reported that by the end of 2020 the appraisal process will be completed. DB will be appraised by MD who would gather feedback on DB from other Corporate Board members to ensure a rounded perspective and provide independence.

Corporate Board members agreed that the virtual interface had been effective and would continue to be used as an appraisal meeting mechanism in the Autumn if required.

9. Health and Safety report statement

PW introduced the report and the Corporate Board received the Health and safety policy statement signed by the Chair and CE which was reviewed annually. It was acknowledged that the Corporate Board has ultimate responsibility for providing a safe and healthy environment and health and safety leadership for staff, students and others.

PW explained that a full report from the facilities manager on H&S practice at ICMP, including Red, Amber and Green ratings, would be presented to the Corporate Board meeting in the Autumn with any recommendations for revisions in practices.

10. Report on student governor recruitment process

TH presented the report. The Corporate Board welcomed the report from the Student Governance Working Group and noted the proposals for the appointment of a student governor and discussed the role.

The Corporate Board approved the appointment of a new role of student governor, including the following provisions:

- the role is made available to all current and graduating student officers and programme representative
- applicants will be assessed and proposed by delegated members of the Corporate Board
- the Corporate Board will receive and approve the proposed appointment
- the post-holder will be appointed for a term of two years
- the Corporate Board Terms of Reference will allow for full attendance of the post-holder at meetings
- DB suggested that the term of office for the student governor included a hand-over period for succession.

ACTION: TH

There was a discussion about potential circumstances for exceptional non-attendance of the student governor for particular meeting items and it was agreed to seek legal advice on this point. Clear guidelines would be required by the Chair to manage this scenario.

ACTION: TH

The Corporate Board terms of reference will be updated to reflect the appointment of a student governor, and this will be included in the action plan for the working group.

ACTION: TH

Consideration will be given to appointment of a staff governor to the Corporate Board.

ACTION: PW

11. Chief Executive's report including update on Covid-19 strategy and plans

The Corporate Board noted PK's report which, together with the finance report, reflected the high level of activity at ICMP.

There had been investment in staff over the pandemic to support them. The flexible working policy was being revised to ensure benefits in this regard were captured and made part of normal working practice.

The Corporate Board noted the concerted effort to engage with students during the pandemic and to engineer solutions to problems identified through extensive consultation. SA and another student representative have been involved in various projects and their input had been valuable including on 'Project Blend'.

12. Plans for awayday

The Corporate Board agreed to meet on 21 July 2020, 10:00-12:00, to look at ICMP's strategy on shorter-term issues relating to the pandemic and to identify issues and opportunities to feed into the longer-term strategy.

The Corporate Board agreed to plan an awayday on 12-13 October 2020 at the preferred external venue, subject to pandemic restrictions, which would incorporate the next planned Board meeting.

If required, an additional Board meeting at the end of September 2020 will be convened to meet the OfS deadline on financial submissions but would be limited to a short, single issue virtual meeting.

13. Marketing report

JK presented the highlights of her report.

JK was thanked for her and her team's work during this challenging time.

14. Finance pack

JM presented the finance report and highlighted the current position

SV commended the presentation and the current financial position and projections.

ICMP's strategy remains unchanged at present.

DB commented that ICMP was in the best possible position and that it was the role of the Corporate Board to continue to support ICMP's flexible and agile response to manage the business in line with the agreed strategy.

15. Review of Corporate Board policies

PK explained the process for the comprehensive review of policies and documents within the Corporate Board's remit and confirmed that delegations to other committees were appropriate. MD commented documents contained in the DAPs suite were appropriate and were being correctly and effectively managed.

It was clarified that policies are owned by committees and the identification of the 'owner' referred to the person responsible for maintaining and reviewing the policy area. It was suggested that the term 'caretaker' could be used instead of owner. **ACTION: STEF JONES**

The Corporate Board approved the report.

16. Strategic risk report including Student Protection Plan (SPP)

PW had circulated the document in advance of the meeting. He explained the process for review, and it was agreed that, for the duration of the DAP process, the timetable for the review by QBR would be modified to enable timely presentation to the Corporate Board.

ACTION: PW

PW highlighted recent changes to the risk register. The Corporate Board noted that all areas of risk and SPP were aligned and PW drew attention to the strategic risks for Corporate Board scrutiny. The approach to specific risks was noted.

TH left the meeting.

17. Maintaining academic standards and quality of ICMP's online provision

The Corporate Board noted the report which had been discussed by the Academic Board. Key findings included that ICMP's response to the pandemic was consistent with sector guidance and practice.

18. Checklist against WonkHE governance article

The Corporate Board noted PK's report which provided a commentary on ICMP's performance against the WonkHE checklist.

19. Transparency information – report on registration condition F1

The Corporate Board noted that the OfS had suspended the requirement to submit and publish transparency information for the current year due to the Covid-19 emergency.

20. Notification of changes to the OfS register, condition E4

The Corporate Board noted that during the period since the last Corporate Board meeting no changes had been made to the OfS register and none were envisaged for the foreseeable future.

21. Provision of information to the OfS, condition F3

The Corporate Board noted the report.

22. Receipt of the Executive Committee report

The Corporate Board noted the report.

23. Receipt of the Academic Board report

The Corporate Board noted the report.

24. Receipt of the Remuneration and General Purposes Committee (RGPC) report

The RGPC considered contracts for two non-executive Corporate Board members which had fallen due and made a recommendation to reappointment of Roxanne Stockwell.

The RGPC noted that Syra Vahidy's contract was not eligible for renewal beyond her term of office. Consequently, SV's extended and much valued service would be ended on 31 August 2020 and a replacement member would need to be recruited.

SV's collaboration with ICMP would continue, but the strategy discussion on 21 July 2020 would be her last meeting as a Corporate Board member. DB gave a formal thank you to SV for being an ambassador and supporting ICMP in its transition from a small school to its starting point to university status. The Corporate Board gave SV considerable heartfelt thanks and she was wished every success in the future.

25. DAP project update

The Corporate Board noted correspondence from the OfS on 1 May 2020 to confirm that ICMP's application for DAP has been paused until further notice. ICMP is awaiting the outcome of its request to proceed with the application.

26. Prevent Duty report

The Corporate Board noted the quarterly report and extended thanks to Angela Morley, Head of Student Services, for her outstanding work to ensure that ICMP meets its Prevent duty obligations.

27. Health Safety and Security update

The Corporate Board noted the report.

28. Quality Assurance and Enhancement report

The Corporate Board noted the report.

29. Annual statement from the Office of the Independent Adjudicator

The Corporate Board noted the report.

30. Other business

Corporate Board membership – see item 24 above.

31. Dates of next meetings – see item 12 above.

21 July 10:00-12:00 - strategy discussion

Outstanding Matters arising from Corporate Board meetings UPDATED on 9 July 2020

Point	Action to be taken	Target date	Action by	Success indicators	Report to	Date complete	Status and Evaluation
1. CB2 2019/20	Internal audit timetable - Reassessment of the goals, reach and resources would be carried out in light of Covid-19 and a revised implementation plan presented to the AuCo and the Corporate Board	Autumn 2020	PW	Finalised internal audit plan and timetable	AuCo CB		Paper to be presented to a future meeting when access to the office was resumed and the audit carried out
2. CB3 2019/20	Consideration would be given to training for directors on changes to legislation having a significant impact on ICMP	End of 2020	PW	CB members are confident in their knowledge of current legislation	CB		New action
3.CB3 2019/20	DB suggested that the term of office for the student governor included a hand-over period for succession	Sept 2020	TH	Provision included in role for student governor	SGWG		New action
5.CB 3 2019/20	The Corporate Board terms of reference will be updated to reflect the appointment of a student governor to be approved by Chair's action in between the annual review process	Sept 2020	TH	Terms of reference up to date	CB		New action
6.CB 3 2019/20	Consideration will be given to appointment of a staff governor to the Corporate Board	April 2021	PW	Proposal made to CB on staff governor	CB		New action
7. CB 3 2019/20	It was suggested that the term 'caretaker' could be used instead of 'owner' in the list of Policies to be reviewed by the Corporate Board	Sept 2020	SJ	Policy review document is clear	CB		New action
8. CB 3 2019-20	The timetable for the review by QBR of the Risk register would be modified to enable timely presentation to the Corporate Board	Sept 2020	PW	Risks are effectively scrutinised by QBR and CB	CB		New action