

CONFIRMED

MINUTES OF THE CORPORATE BOARD MEETING HELD ON 16 APRIL 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
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
Rebecca Morrison (RM) External Observer

APOLOGIES

Roxanne Stockwell (RS) Non-executive Director

Meeting with Student Senate

DB welcomed to the meeting Sultan Alabede Ososanya (SA), ICMP's Student President

SA introduced himself and requested that the Corporate Board discussed two items of particular interest to the Student Senate. A third item was raised by DB.

1. No detriment policy

It was stated by SA that this initiative was being introduced by a number of Universities for their students and SA and said that it was of interest to the ICMP Student Senate and Privy Council. TH explained that the introduction of a no detriment policy was being discussed by the Senior Academic Team. However, the policy had to be owned by the Awarding Body and ICMP was liaising with UEL in this regard. The complexities of this issue were being explored for students at different levels with technical input from the Registrar.

SA explained that the student bodies were researching no detriment policies, taking into account OfS guidelines, to find a way to allow students with good, average and high grades to be awarded the average of their grades throughout their courses.

TH explained that ICMP was already applying a no detriment approach on the modules which lent themselves to it, however at level 6 there were not formative grades on which to apply the policy.

DB commented that the Corporate Board was sympathetic to this issue and it was just a case of working out the detail to ensure fair implementation. TH will work with Andrew Fisher, Registrar, to provide a detailed response.

SA said that the student body was grateful for all ICMP's efforts to help students in the current circumstances.

2. Diversity on the corporate board

DB said that diversity was an issue which had been discussed by the Corporate Board. SA explained the Student Senate's initial concern was to ensure that ICMP reflected the diversity in London in relation to the student body, teaching staff and academic plans.

PK welcomed the question and agreed that diversity could be improved, acknowledging that not all students from diverse backgrounds may see themselves reflected at ICMP.

Although it was noted that some progress had been made, for example with the gender balance on the Corporate Board and ICMP's overall performance in relation to disability access and enrolment, the Corporate Board agreed that more needed to be done to achieve wider diversity, including the approach to teaching and the descriptors and phraseology used. It was acknowledged that this was a complex issue and that ICMP would work to ensure that it was particularly reflective of its London demographic.

PK said that the first step was to conduct an audit and the student body could help with this. TH said that the AcBo portfolio expansion plans included the priority that the curriculum offer is truly reflective of ICMP's diversity requirements.

ICMP has an Inclusive Practice Working Group to design curriculum, assess student contact and studio space and look at all aspects of ICMPs inclusion. The Working Group was likely to become an EDI body in a future iteration and to include student and staff representation.

SA commented that this was legacy project for him and that his focus will be to support everyone on their journey whatever their background and experience and aspirations. The Student Senate had created values for diversity.

DB said that the Corporate Board welcomed SA's involvement in this initiative.

3. DAPs process

DB asked SA if there was a student view of ICMP's DAPs process to which SA said that the student voice wished this had started earlier. From the student perspective it would be better for ICMP to award its own degrees, rather than be aligned to UEL and that students would support having an ICMP rather than a UEL university degree.

DB and the Corporate Board welcomed this feedback.

MD commented that SA's contribution and constructive approach was very helpful for ICMP.

SA left the meeting.

1. Welcomes, apologies, quoracy and declarations of interest

- 1.1. DB welcomed Rebecca Morrison, an independent observer who was assisting ICMP with the DAPs process.
- 1.2. DB welcomed and congratulated JK and JM in their new roles as ICMP Directors and Corporate Board members.
- 1.3. Apologies were received from Roxanne Stockwell.
- 1.4. The Corporate Board noted it was quorate to proceed.

2. **Communique**

The Corporate Board approved the Communique of the meeting on 30 January 2020 for internal publication.

From July 2020 ICMP will publish Corporate Board minutes as fully as possible. There may be some confidential and competitively sensitive matters which will be redacted.

ACTION: PK

This will constitute an improved approach to ICMP communications and was agreed by the Corporate Board.

3. **Minutes of the previous meeting and actions arising**

3.1. The minutes of the meeting held on 30 January 2020 were confirmed as an accurate record.

3.2. The action chart showing matters arising from previous meetings was noted. PK updated the meeting on progress made on recent actions which will be reflected in the action chart.

- Under item 9 in the chart below the Corporate Board discussed the Working Group meeting on engagement of the student body with the Corporate Board and Executive. TH explained the proposal that ICMP introduces a new role of Student Governor, created from membership of the Student Senate. The Corporate Board agreed in principle that the Student Governor should attend in full the Corporate Board meetings but not as a Director. The Corporate Board would be involved in the selection of the Student Governor as it would not be an elected, representative position. In July 2020 a formal proposal would be presented, prior to the recruitment process. **ACTION: TH**

3.3. The Corporate Board noted the Health & Safety Audit Summary. This completed an action arising from the January 2020 meeting. PW explained that Chris Catchpole was responsible for this report and that it constituted provision of assurance to the Corporate Board.

CORPORATE BOARD ACTION TABLE FROM PREVIOUS MEETINGS UPDATED ON 16 APRIL 2020

Point	Action to be taken	Target date	Action by	Success indicators	Report to	Date complete	Status and Evaluation
1.C.Board 2 2019/20	It was agreed that an addition would be made to the Communique 22 October 2019		MD/JR	Communique finalised	C. Board	31 Jan 2020	Complete
2. C.Board 2 2019/20	Any suggestions for items to be discussed at the strategy day in May 2020 would be given to PK		ALL/ PK	Strategy day finalised	C. Board	March 2020	Complete; Provisional date is 20-21 July, or moved to September if required
3.C.Board 2 2019/20	An upbeat and 'go ahead' external attendee would be identified and invited to attend		DB/ PK	Strategy day successful	C. Board	March 2020	Complete; Professor John Last will be the external speaker
4.C.Board 2.2019/20	Corporate Board authorised the CE to report the decision apply for Degree Awarding Powers to the OfS as a Reportable Event		PK	DAPs decision reported to OfS	C. Board	3 Feb 2020	Complete; OfS advised about DAPs process
5. C.Board 2 2019/20	The consultancy and outside working Policy could be endorsed by Chair's action outside the meeting cycle		PW	Policy finalised and approved	C. Board	March 2020	Complete; AuCo agreed finalised Policy as working party
6. C.Board 2 2019/20	The Governance Strategy will be refined and finalised for formal sign off and implementation from April 2020		PK	Strategy finalised for C.Board approval	C. Board	16 April 2020	Complete; CB agreed not to review code at present as this is in progress by CUC
7. CB 2 2019/20	Corporate Board recognised that the rating for Risk 12 may be reduced		PW	Risk 12 to be revised	C. Board	16 April 2020	Complete.
8. CB 2 2019/20	In future, risks related 4 and below will not be reported to the Corporate Board		PW	Risk register will be revised	C. Board	16 April 2020	Complete.
9. CB 2 2019/20	Formation and Terms of Reference for the working party on student engagement with Executives and CB to be approved		TH	Working party ToR approved	C. Board	Q2-3 2020	Complete; CB will receive final papers work prior to start of recruitment process
10. CB 2 2019/20	CB members would provide evidence or undertake refresher training in Prevent duty. To be completed by Chair's action April 2020		ALL	All training completed	C. Board	End April 2020	Complete; HR to manage and record RS completion, and refresher training for JM and JK
11. C Bd 2 2019/20	PK will circulate suggested dates for meetings Autumn 2020 - throughout 2021		PK	Meeting dates agreed	C. Board	April 2020	Complete.

4. **Report on Chair's action – Consultancy and Outside Working Policy**

The Corporate Board noted the progress made on finalising the Consultancy and Outside Working Policy. MD reported that the Remuneration and General Purposes Committee (RGPC) had considered the Policy to ensure none of the provisions would inhibit appropriate academic and research activity. The Policy was fit for purpose and the paper presented to the Corporate Board in January 2020 was endorsed. This constituted completion of the action.

5. **Terms of Reference for the Working Party on Student Engagement**

The Corporate Board had discussed and completed this item under the actions arising chart, recorded under item 3.2 above.

6. **2020-21 Meeting dates**

The Corporate Board noted the agreed dates for meetings in 2021 as follows:
28 January, 22 April, 15 July, 23 September

7. **Internal Audit Plan**

MD reported that the Audit Committee (AuCo) had received and scrutinised the proposal to establish an internal audit process and the timeline. One of four objectives was the adequate protection of student interests. The AuCo welcomed the approach to include enhancement rather than just a policing function and supported the proposal. AuCo had noted that flexibility was required for implementation of the internal audit plan.

There was a presentational error to be corrected in relation to the level of assessed risk against conditions of registration. **ACTION: JR/PW**

The internal audit process required a comprehensive training plan which required a resourcing plan.

8. **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 in July 2020. **ACTION: PW**

9. **Chief Executive's report**

PK introduced his report, highlighting the updated paragraph 6 and key points which were noted by the Corporate Board.

PK explained how the Covid-19 crisis had completely overturned all business as usual at ICMP. The Corporate Board welcomed and congratulated all the staff for all that had been achieved to successfully move to a work from home organisation.

It was noted that while ensuring all current students received appropriate support to enable them to achieve their progression or graduation goals, the emerging focus is the September 2020 intake. Plans are being reviewed with possible scenarios being drawn up and actions taken.

9.1. **Strategy and plans post-Covid-19**

PK introduced the report and explained the context in relation to the percentage of ICMP's international students.

ICMP can offer a start to courses using distance learning with a view to joining in person as soon as possible. The Executive Team is liaising with established distance learning bodies and professionals to learn what ICMP can do to implement this initiative. Constructive options are being explored to be implemented from September 2020, while acknowledging that there will likely be a reduction in student numbers overall. The Corporate Board welcomed the approach proposed to emerge enhanced and not just unscathed from Covid-19. It was agreed that the core business should be preserved as much as possible and continued, significant marketing and communication activity would be key to ICMP's continued success into the next recruitment cycle.

The Corporate Board agreed to continue with the DAPs programme, which would likely be delayed to a September 2020 start for scrutiny, and to continue with staff employment without furlough where practical.

Developing a blended model including online delivery was ultimately a positive move for ICMP. The Corporate Board discussed and agreed the eight goals presented in the report. It was noted that UEL and ICMP were aligned, UEL had offered their support.

DB said that business as usual for DAPs was a positive endorsement of how ICMP coped at a time of significant stress and duress. Maintenance of all protocols demonstrated a positive approach; continued reference to and alignment with ICMP's published strategy and plans combined with strong leadership was appropriate.

9.2. Update on ICMP online

PK reported that there was increased engagement of online participation and provision in terms of the small portfolio of online short courses.

Despite the current crisis and the options being developed for an online or blended start for some students, ICMP's mainstream portfolio would continue to be delivered face to face and the strategic plan objectives will not fundamentally change. However, the approach being taken to resolve short term issues may well lead to a shift towards increased online development and provision in future and therefore the Corporate Board was encouraged by PK to continue to support this project.

The Corporate Board agreed to continue to support the ICMP online project, especially given the current circumstances and possible strategic options going forward.

10. Marketing presentation

The Corporate Board received a presentation which included ICMP's pricing policy. JK summarised the highlights of the information contained in the circulated presentation.

SV asked about the assumptions for remodelled scenarios on student numbers. PK explained that research being done by ICMP collated verifiable evidence and sources to get some indications upon which to model scenarios and create a set of assumptions to ensure that ICMP was sufficiently robust to weather the effects of Covid-19.

The Corporate Board welcomed the report and the actions being taken.

11. Finance pack

JM presented the finance pack. The pack had been created to show business as usual as the foundation overlaid with the likely implications of Covid-19.

Future sensitivities around Covid-19 were discussed. The ICMP Executive Team was authorised to make immediate financial decisions using the model developed to enable this.

12. Review of Code of Governance and Strategy

The Corporate Board formally approved the proposed governance strategy that had been discussed in January 2020 for implementation. It was noted that there would be no changes to the published Code of Governance at this time given the ongoing CUC consultation, and the Code would be reviewed once that process had concluded.

13. Strategic Risk report including Student Protection Plan (SPP)

PW presented the risk register and highlighted recent changes. AuCo had discussed risk and concluded that the register appropriately reflected ICMP's current risks. The Corporate Board noted the changes to strategic risks and endorsed the approach to address the impact of Covid-19 as implicit in the plan and not to add it as a specific risk itself.

14. Review of Corporate Board composition including skills

Each Corporate Board member was asked to complete a skills assessment matrix to assess current and desired capability. In parallel, the RGPC will review current Director contracts and tenure to establish whether any Directors are due to retire in the coming year. Based on this, recommendations will be made to the July 2020 meeting to consider any changes to the current mix of skills and competencies and the overall make-up of the Corporate Board.

15. Review of recommendations for appraisal process

MD said he had had a conversation with Derek Joseph, ICMP Head of HR, as part of the Remuneration and General Purposes Committee review and considered that the appraisal process was strong.

The Corporate Board noted the updated action plan for the Corporate Board appraisals and endorsed its continued implementation.

16. OfS Compliance with conditions of registration report

The Corporate Board received updating reports as follows:

- Notification of changes to the OfS Register update
- Provision of information to the OfS update
- Conditions of ICMP registration – other UG non-continuation
- Access and Participation Plan

PK reported that an important factor was the OfS's flexibility in terms of regulatory reporting and expectations during the current crisis, but made clear that ICMP was not taking this as an opportunity to reduce focus on key metrics, such as non-continuation and access and participation, and would continue to make further improvements and follow established action plans in this regard.

17. Fit and Proper Person declarations

PW will collate the declarations on behalf of the Corporate Board.

18. Corporate Board member CV updates

The Corporate Board agreed that updated CVs would be sent to PK where relevant.

19. Receipt of ExCo report and minutes

The Corporate Board noted the report and minutes.

20. Receipt of AcBo report and minutes

The Corporate Board noted the report and minutes.

21. Receipt of AuCo report and minutes

The Corporate Board noted the report and minutes.

22. DAPs project report

The Corporate Board noted that the Project Board continued to meet on a regular basis, and that the evidence base was nearing completion with a small number of outstanding items that are being reviewed and refined.

The Self Assessment Document (SAD) had been approved by the Corporate Board and circulated to staff in March. The SAD had been reviewed by ICMP's external adviser.

Staff and students receive monthly updates on progress via marketing newsletters.

ICMP was awaiting advice from OfS on the next steps following application in February 2020.

23. Prevent duty report

The report was noted.

24. Quality assurance and enhancement report

Key updates and current priorities were noted in the quarterly report to the Corporate Board.

25. Other Business

There was no other business

26. Date of next meeting – 9 July 2020

The meeting closed at 13.10.

PROF. DAVID BAKER

Chair

July 9th 2020

ACTIONS ARISING FROM CORPORATE BOARD MEETING HELD ON 16 APRIL 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	New action
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	New action
3. CB 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	New action. Completed
4. CB 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 in July 2020.	July 2020	PW	Finalised internal audit plan and timetable	AuCo CB	July 2020	New action