

CONFIRMED

**MINUTES OF THE CORPORATE BOARD MEETING HELD ON 15 JULY 2021
AT 10:00 AT 1B DYNE ROAD
REDACTED FOR PUBLICATION**

PRESENT

CORPORATE BOARD MEMBERS

Chair (DB)
Non-Executive Director (AD)
Senior Non-Executive Director (MD)
Executive Director and Dean of Academic Studies (TH)
Chief Executive (PK)
Finance Director (JM)
Business Development Director (PW)

PRESENT VIA 'TEAMS'

Non-Executive Director (RS)
Marketing Director (JK)

IN ATTENDANCE VIA TEAMS [FIRST PART OF THE MEETING ONLY]

Student VP (KY)

APOLOGIES

Student President (JPE)

1. Welcomes, apologies, quoracy and declarations of interest

The Chair welcomed everyone to the meeting including KY, Student VP, who would attend the first session only. It was noted that the CE would record the meeting and act as Servicing Officer as Jan Roy was unavailable.

The CE and the BDD declared that they had an interest with regard to item 4, the proposal to pay an interim dividend. This was noted by the Chair.

Session with the Student representative

Apologies had been received from the Student President who had declined the invitation to attend. However, the Student VP (KY) was present.

The Chair noted that the Corporate Board had read the annual student report. KY stated that ICMP had handled the pandemic well; he and the student body had felt safe; there had been a focus on the quality of course delivery; online events and activities had been provided and were well received; and clear guidance and communications had been provided. ICMP had made huge adjustments to manage the pandemic. The Dean asked about the planned provision for 2021/22 which had been extensively communicated. KY stated that the changes to a partially blended model looked good and everyone was happy with the plan and keen to come back for the new academic year. Access to face-to-face teaching and activities was important and ICMP was clearly looking to prioritise this. The Dean asked if a more blended approach should be a permanent part of the future of provision. KY stated that he agreed that certain modules and classes were better delivered online, though year one in particular should contain a large amount of physical contact. Overall, blending of provision would be beneficial in the future.

RS joined the meeting remotely after 10 minutes.

The Chair asked about ICMP's plans to award its own degrees from 2022 if the DAPs application is successful. KY felt that there was no major difference in recognition/opportunities for students between an ICMP and a UEL degree. Students would not object to the change and would be happy with an ICMP qualification, assuming they were in no way disadvantaged. Perhaps an online questionnaire would be required to confirm this. The Dean advised that he hoped all students would switch to an ICMP degree, but arrangements were in place for any student who wished to continue with the UEL qualification.

The SNED offered his thanks and appreciation to the student body for their forbearance and general positive approach to the challenges of the pandemic and noted the positive comments about how ICMP had dealt with the pandemic from a student perspective and the plans for 21/22. He then asked whether students had opportunities to engage with the plans and strategies of ICMP. KY replied that he and the Student President had had a wide range of connection and discussion opportunities at ICMP, and that they enjoyed and appreciated that ICMP ensures that the student voice is properly heard at all times. There had been some limitations in terms of engagement during periods when all activity was online. However, student reps had a wide range of mentors and contact points and had a clear say in what was happening or being planned. They are able to contact anyone from the 'ICMP Family' as often as they wish. The SNED noted that it was good to hear the students were listened to and this was important feedback especially for the non-executive members of the Corporate Board.

An NED asked about the plans for blending provision going forward and whether the students had clear views about what should be online and what should be face to face. KY noted that modules such as performance should remain face to face, but other modules were more efficient delivered online, without the need to waste resources in getting to school.

The BDD asked about how to improve overall satisfaction in the NSS. KY replied that it was difficult to pinpoint, and he hadn't asked student specifically about this. Year 1 students maybe weren't getting enough opportunity to collaborate as a result of the pandemic. The CE noted that the NSS was focused on final year students not year 1 so that impact should not have impacted NSS. However, KY noted that final year students also had suffered disruption, and this would have affected their responses. The CE clarified that the ICMP really wanted to resolve the issue of satisfaction but without a clear cause it was difficult to take clear actions. KY emphasised that the transition to blended delivery and reduced access to facilities must be taken into account here. In terms of improving, ICMP has done a 'great job' during the pandemic and the change for final year students as a result of the pandemic was a major factor.

The Chair specifically asked if there was anything from the annual report that should be highlighted, and KY stated that there wasn't. The Student VP then stated that he had nothing further to add and he left the meeting after approximately 30 minutes of discussion.

A brief discussion was held between Corporate Board members, who concluded that improving opportunities for the development of the student community, networking, student societies and social facilities would be a good area of focus for the future.

The Marketing Director added that the new Queen's Park campus venue would make a big difference, though this would not be completed until 2022/23.

The CE noted that, pending further analysis, the NSS outcomes for this year appeared actually better overall than prior years in terms of performance against benchmarks.

2. Minutes and matters arising

DECISION: The minutes were approved as a correct record of the meeting on 22 April 2021.

DECISION: Following discussion and with some amendments, the redacted version of the summary minutes was approved for publication.

An updated 'matters arising' chart is shown below reflecting the updates discussed.

Outstanding Matters arising from Corporate Board meetings reported at the meeting on 22 April 2021 additions shown in red

Point	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1. CB1 2020/21	A suite of financial performance policies will be presented to Audit Committee and a draft vfm report will be presented to the Corporate Board. 2 separate reports + operational plan included. MD said vfm strategy and financial policies had been discussed by AuCo	April 2021 October 2021	JM	Vfm report presented	Chair		Ongoing. Discussed by AuCo; VFM on agenda for information. Financial policies to go to AuCo in September and CB thereafter
3.CB3 2020/21	H&S statement to be changed to refer to 'all stakeholders on site'. This will be aligned with induction handbooks (student and staff) and contract documentation.	Before July 2021	PW	Document content consistent	ExCo	June 2021	Completed
7. CB3 2020/21	Updated report on Risk register presented at the next meeting in July	July 2021	PW	Report to CB	CB	July 2021	Complete – see below
8. CB3 2020/21	The Register of Interests will be annually checked, updated and published.	June 2021	PW	Register up to date	CB	July 2021	Complete
9. CB3 2020/21	SNED to contact Corporate Board members to discuss their views on the focus of internal audits	July 2021	PW MD	IA reviews determined	AuCo	July 2021	Complete – further discussion held during this meeting

3. Chair's action

Nothing to report.

4. To approve the proposal for an Interim dividend for the 21/22 accounting period

It was again noted that two Directors present had a potential conflict of interest in this matter, but the Chair and other members agreed they would not need to leave the room for the discussion.

The CE explained that a reduced dividend had been paid for the 19/20 statutory year as a result of the beginning of the pandemic, and no dividend had been paid relating to the 20/21 year as a result of the impact of the pandemic on the institution. This proposal was therefore a resumption of dividend payments to shareholders and related to an expected improved performance for 21/22. However, the cash would not be paid out until such time as the cash position of the company permitted and this would be managed by the CE together with the FD.

The SNED asked whether the timing of the payment should be stated more specifically. The CE stated that it was currently included in plans (and presented as such in the finance pack being discussed at this meeting) to be paid in October 2021 but should the cash position worsen significantly then this planned date may be changed. The CB approved the proposal to pay an interim dividend

5. Chief Executives Report including Marketing and Finance Presentation

The CE's report was discussed.

6. Report on blended course delivery

An update was provided by the Dean. It was noted that a paper was presented at the last Corporate Board meeting in April, and all actions identified were underway and no concerns were noted. Current and new students were aware of what they could expect for the 2021/22 academic year. A further report would be provided to the Corporate Board in October 2021.

7. DAPs update

It was noted that a paper had been provided but had not been included in the information pack by error. This report would be provided after the meeting. There was nothing to report except that the draft report was expected in the next 10 days which would indicate the reviewers' findings and opinions that would subsequently go to the ACDAP meeting on September 9th and then to the OfS.

8. Risk Register update

The Business Development Director presented an updated Risk Register which had been reviewed by the Executive Committee. Changes had been made in the way risks were presented, and they were now divided into several discrete categories for ease of reference.

The Corporate Board was primarily concerned with the category of 'Institutional Risks'. It was noted that the paper in the pack had been updated by the Executive prior to the meeting so members considered the risks as presented at the meeting.

Several specific risks were discussed by members and amendments to the register noted and updated. In particular it was noted that the legacy risks relating to the Student Protection Plan were now outdated but pending further guidance from the OfS these could not be further amended.

9. Academic Quality Indicators review

The Dean noted that each year all committee Chairs were asked to review the AQIs assigned to their committee. For Corporate Board no recommendations had been made by the Quality team, so the recommendation was to keep the current set of AQIs into the 21/22 academic year. Members agreed with this proposal.

10. Plan for Board appraisal

The Chair noted that dates would now be agreed for the appraisals, to be scheduled around October/November. Once complete a formal paper would be brought to the January 2022 Corporate Board highlighting outcomes and action plans. No changes were being proposed to the process used during 2021 as this was considered to be appropriate.

11. Review of Board-level policies

It was noted by the CE that this is an action that has been deferred to the October meeting and a paper would be brought then. It was already in the action table.

12. Student governance report

The minutes from the previous meeting were discussed and it was agreed that this provided a clear summary of the decisions made and the supporting rationale provided by the working group. It was again stated by the Dean that the student voice was clearly heard during the decision-making process at all levels of ICMP. This matter was therefore now closed.

13. Executive Committee report and minutes

Noted

14. Academic Board report and minutes

Noted

15. RGPC report and minutes

Noted

16. Audit Committee report and minutes

Noted

17. Committee Effectiveness review

Noted

- 18. Health, Safety & Security Quarterly report**
Noted
- 19. Safeguarding and Prevent quarterly monitoring report**
Noted
- 20. Quality Assurance and Enhancement report**
Noted
- 21. Notification of changes to the OfS Register – ongoing condition E4**
Noted
- 22. Provision of information to the OfS - ongoing condition F3**
Noted
- 23. Compliance with conditions of registration report**
Noted
- 24. Transparency information – ongoing condition**
Noted
- 25. Student President annual report**

Members noted that this report had been properly considered and had been discussed as part of the Student VPs discussion at the start of the meeting. The Dean noted that this report had been discussed in detail by the Academic Board also. The SNED suggested that in the future this annual report could be included in the 'for discussion' section of the agenda more explicitly, although agreed that appropriate and sufficient discussion had taken place.

- 26. Overview paper on RSPP activity**
Noted

27. Notes from Corporate Board meeting #4 – Away Day June 2021

The Chair noted that the Away Day had been extremely productive and the issues that had arisen from this event were already being discussed and actioned as part of the operational and strategic planning of the institution. Identified actions have been added to the Corporate Board action table going forward.

28. Internal Audit Group paper

The SNED noted that a number of recommendations had been made in this paper and the Corporate Board should consider approval of these recommendations. A discussion was held around the areas that could be considered for the internal audit plan and it was agreed that the SNED would take these ideas back to the Audit Committee for consideration. Four areas would be ultimately selected. A NED additionally noted that this paper was of very high quality.

29. AOB

The BDD noted that he would become the 'Information Governance Champion' for ICMP, and an Information Governance Framework had been implemented. Within this the Corporate Board held overall responsibility and accountability overall for Information Governance and Data Protection with responsibilities delegated to other parts of the governance structure.

The CE noted that all TORs are reviewed annually during August but did not expect there to be any major changes recommend to the Corporate Board TORs. If there were members would be advised. The Dean advised that it may be necessary to make some updates as a result of DAPs.

30. Date of meetings for 2021/22

These were agreed as:

- Board 1: Thursday October 14th 2021
- Board 2: Thursday January 27th 2022
- Board 3: Thursday April 28th 2022
- Board 4 (away day): Weds/Thurs June 22nd/23rd 2022
- Board 5: Thursday July 14th 2022

Invites would be sent out in due course.

The meeting concluded at 1300.

Matters arising from Corporate Board meeting on 22 April 2021

Point	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1. CB1 2020/21	A suite of financial performance policies will be presented to Audit Committee and a draft vfm report will be presented to the Corporate Board. 2 separate reports + operational plan included. MD said vfm strategy and financial policies had been discussed by AuCo	April 2021 October 2021	JM	Vfm report presented	Chair		Ongoing. Discussed by AuCo; VFM on agenda for information. Financial policies to go to AuCo in September and CB thereafter
4. CB 4 2020/21	Admissions review to enhance approach to recruitment	Oct 2021	HaR/ JK	Review complete and actions identified	CB		New action
5. CB 4 2020/21	Reduce amount of business cases being approved outside of core budgets and improve process	Oct 2021	PK	Business case process reviewed and changes implemented	CB		New action
6. CB 4 2020/21	Review NAC course portfolio and revenues	Oct 2021	JK	Strategy and goals clarified	CB		New action
7. CB 4 2020/21	Review approach to APP expenditure and outcomes	Jan 2022	HaR/ JM	Approach clarified and budgets amended where necessary	CB		New action
8. Away Day June 2021	A digitised asset list will be compiled and reconciled, with maintenance and depreciation included in the operational plan, within the next year.	April 2022	JM/PW/ /HaR	List in place	CB		New action from Away Day
9. Away Day June 2021	Create an internal Product Development team, using the planning function within Registry and utilising existing staff plans including market research, business analysis and strategic planning expertise etc.	April 2022	TH/ HaR	Team in place	CB		New action from Away Day
10. Away Day June 2021	The agreed changes to the new strategic plan will be incorporated and circulated over the summer and will be signed off at the October Corporate Board meeting.	Oct 2021	PK	Plan finalized and approved	CB		New action from Away Day
11. Away Day June 2021	High level metrics to be agreed for the strategic plan - a target of zero complaints is an unrealistic expectation, benchmark standard for EDI could be considered and staff turnover figure will be considered further.	Oct 2021	PK	Metrics agreed and approved	CB		New action from Away Day

12. Away Day June 2021	ICMP's DAPs statement will be checked on the commitment made to student representation at senior level.	Oct 2021	TH	Statement checked and aligned with Board minutes	CB		New action from Away Day
13. Away Day June 2021	The CE will complete the actions arising from appraisals and revise the action table.	Oct 2021	PK	Action table updated	CB		New action from Away Day