

**MINUTES OF THE CORPORATE BOARD MEETING HELD ON 26 JANUARY 2023
AT 09:30 AT 1B DYNE ROAD**

PRESENT

CORPORATE BOARD MEMBERS

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

IN ATTENDANCE

Interim Deputy Registrar, Corporate Board Secretary (LR)

IN ATTENDANCE [PART OF THE MEETING ONLY]

Student President (JD)
Student Vice President (MM)
Registrar/COO (HAR)
External Governance Reviewer (AP)

OBSERVER

(AM)

APOLOGIES

No apologies were received.

1. Welcomes, apologies, quoracy and declarations of interest

- 1.1. The Chair welcomed members of the Board to the meeting.
- 1.2. The Chair welcomed Observer (AM), former editor of Times HE.
- 1.3. No apologies were noted.
- 1.4. One conflict of interest was noted for Chief Executive (PK) and Business Development Director (PW) who are shareholders.
- 1.5. The Board noted it was quorate to proceed.

JD and MM joined the meeting

1.6. Session with the Student Presidents

- 1.6.1. The Chair welcomed the Student Officers (President, JD and Vice-President, MM) to the meeting and introduced the session.
- 1.6.2. The Student Presidents notified the Board that the TEF student submission was uploaded to the OfS portal on 12 January 2023. The students produced a 27-minute video, creating a narrative about how the student body feels about ICMP.

- 1.6.2.1. The Student President let the Board know that the video can now be circulated for viewing.
 - 1.6.2.2. The Student Officers reflected that the student body are in general not very engaged with TEF, but those students who were involved in the student TEF production were enthusiastic about the project.
 - 1.6.2.3. The Student Officers reflected on the way the language of the NSS and the TEF is not necessarily meaningful for our cohort of students, eg 'intellectually challenging' means something different for creative students to those studying traditional academic subjects. During filming of the video, questions were framed carefully to cover TEF aspects in a way that was relatable to respondents.
 - 1.6.2.4. The Student Officers suggested that it could be useful for an ICMP understanding of 'intellectual challenge' to be embedded in programmes from the first year onwards.
- 1.6.3. The Student Officers spoke about general student satisfaction.
- 1.6.3.1. The Student Officers gave their view that there still seems to be a reluctance amongst students to complete module surveys, at just under 50% completion for the most recent Semester A module evaluations. The Student President suggested that Programme Leaders could emphasize how important the surveys are for ongoing module improvement.
 - 1.6.3.2. PW reminded the Board about the external session at Corporate Board 01 AY22/23 and ideas about engagement with student voice through eg pulse surveys.
 - 1.6.3.3. TH and JM spoke about the way user-friendly technology might be implemented for student surveys, although the Student President thought that lack of engagement was more of an issue than dissatisfaction with the platform used.
 - 1.6.3.4. The Student Officers reported more generally that student satisfaction at ICMP at present seems good.
- 1.6.4. The Student Officers raised the issue of the recent EDI incident.
- 1.6.4.1. The Student Officers reported that students are pleased that pronoun badges are now available optionally from Reception.
 - 1.6.4.2. The Student Officers commented that the EDI incident was handled well but that there could have been more done in terms of supporting the emotional aspects of the incident. They commented that music is inherently mixed up with issues of sexuality and gender. They noted that for young people, discovering their identity, feeling attacked on it was upsetting. The Student President advised that if anything similar happened in the future, there could productively be a more emotional discussion with students, as well as the objective messaging.
 - 1.6.4.3. The Student Officers reflected that the student body is concerned about the composition of the EDI Board. They noted that this is currently under review.
 - 1.6.4.4. The Chief Executive outlined a goal to establish an institutional position in which ICMP are renowned for our ability to engage with current issues including the more sensitive ones, in discussing and debating them in an appropriate way.
 - 1.6.4.5. The Student Officers reflected that the initial communication around which the EDI incident developed was well intended but somewhat clumsy and therefore easily attacked.
 - 1.6.4.6. The Student Officers reflected positively that one outcome of the recent incident has been that it has opened the idea of a debating society. They believe that an overwhelming majority of students would now like to be part of something like that going forward.
 - 1.6.4.7. The Student Officers reflected that whilst some people had been negatively

affected by the EDI incident, they were hopeful some good would ultimately come out of the post-event reflections.

ACTION: The Board to monitor outcomes of the ongoing EDI review.

1.6.5. The Chair of the Board thanked the Student Officers for a very interesting discussion.

JD and MM left the meeting

External Governance Reviewer AP joined the meeting online

2. External Governance Review

2.1. AP drew out headlines from the External Governance report:

2.1.1. It is a positive report. Having conducted around 40 such reviews, AP would consider arrangements for governance at ICMP to be highly effective.

2.1.2. The recommendations made in the report largely build upon the existing direction of travel.

2.1.3. AP dwelled briefly on 3 themes:

2.1.3.1. The case for adding a fifth Non-Executive Director (NED): The Board is currently working on replacement posts to get back to four NEDs. AP recommended that considering the complexity of the HE environment and the progress and journey of our institution, there would be sufficient case for bringing in a wider range of skills through a fifth executive.

2.1.3.2. The case for splitting RGPC: AP reflected that there is a lot to do in that committee and suggested there was a case for People/HR to be separate from Finance and General Purposes.

2.1.3.3. Further development of Student Voice: AP noted that right through the governance structure, ICMP have multiple opportunities for student voice and that this is on a journey, with fluctuations year-to-year. AP recommends developing a strategy over 3-5 years towards a full time sabbatical officer.

2.1.4. In summary, AP told the Board that they had found that there was clear and ongoing attention to our governance over time and that ICMP has a structure that is particularly suitable to our organisation. We are lean, in a positive way, but when there are bulges in workload, we are a little more vulnerable. On this point, AP commented that efficiency is generally good thing but the institution would do well to be aware of bandwidth.

2.1.5. The external reviewer noted that they had found conducting the review to be a positive experience, and that individuals had engaged openly and willingly.

2.1.6. AP noted that the review is an independent report. It is up to the Corporate Board what they would like to implement. AP reflected that even when there is something the Board may not want to implement, they hope that the experience of mulling the recommendations over will be positive.

2.2. Board members responded to the verbal summary:

2.2.1. AP noted that Student Officers already have membership on Academic Board. The corresponding text on the Governance Review report (p.7, recommendation 10) will be revised.

2.2.2. The Board discussed with AP the possibility of a fifth NED in terms of also adding a sixth Executive Director. AP said that his steer would be not to do that for sake of preserving the executive majority, but this could be done if the skills need of the Board warranted that appointment.

2.2.3.PW responded on the point about splitting RGPC. MD and PW will investigate this. It was noted that this is also written into our Strategy, but not yet implemented

ACTION: Investigate splitting RGPC as per recommendations of the Governance Review.

2.3. The Board discussed the way strategic data and KPIs are viewed.

ACTION: Investigate ways in which KPIs can be displayed for Corporate Board.

2.3.1.The Board discussed NED/student mentoring.

2.4. The Chair of the Board thanked AP for the report and discussion.

AP left the meeting

3. Previous Minutes and matters arising

3.1. The minutes of the meeting held on 27 October 2022 were received.

DECISION: The minutes were approved as a correct record of the meeting on 27 October 2022.

ACTION: Future meetings of the Board to receive confirmation that actions from the meeting with Student Officers/Representatives has been fed into the relevant committee(s).

DECISION: Following the discussion, the redacted version of the minutes was approved for publication.

3.2. Matters Arising

3.2.1.Members received updates on actions from the previous meeting, as noted in the Matters Arising Report:

Matters arising from the Corporate Board meeting on 27 October 2022 – updated January 2023

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.	April 2021 April 2022 Jan 2023	JM	VFM report presented	Chair		Ongoing. Deferred to April 2023.
2. CB2 2021/22	ExCo to reflect on the best succession structure moving forward to deliver the existing strategy and provide a recommendation to Board.	Board away day – June 2022	PK	Succession plan presented	ExCo		Complete – paper to be presented at this Board meeting for approval
3. CB3 2021/22	Chief Executive to liaise with HR to capture CPD for Board members more formally.	July 2022	PK	CPD formally captured	CB		Ongoing. This is under development, to be reported back Apr 2023.
4. CB Awayday 21/22	Revisit Consortia purchasing.	Oct 22	PW		CB		Ongoing – to be reviewed by Apr 2023
5. CB Awayday 21/22	Contact identified candidate to replace the outgoing NED.	Oct 22	PK	Replacement identified	CB		Ongoing. Verbal update to be provided to this Board.
6. CB Awayday 21/22	Consider contractual positions and recommend profiles for replacement of any non-Executive Directors due to retire in the next 1-2 years.	Oct 22	MD	Replacements identified	RGPC		Complete. Skills matrix updated/under review and RPG has identified succession needs

7. CB01 22/23	Review processes for student name changes to ensure that old names do not remain in use.	Jan 23	TH	Processes for recording student name changes reviewed and, if needed, fixed.	ExCo		Complete. Processes already in place. Head of Student Records, Data & Systems drafting a naming policy in liaison with Working Group for Transitioning Students. Target start of AY23-24 for implementation. Now operationalised.
8. CB01 22/23	Check where 'declaration of interests' submissions come in year.	Jan 23	LR	Declarations of interest noted in SoB for Board and considered at appropriate point.	Board		Complete: Register of interests submitted as a 'for information' paper to Board 02 22/23. DoI should be recorded at the start of each academic year. A note has been made for 23/24 SoB.
9. CB01 22/23	The most recent issue of the AcBo ToR to be uploaded to Oct 22 Board pack.	Oct 22	LR	AcBo ToR in pack replaced with current version.	Board		Complete.
10. CB01 22/23	Consider at which step in the annual cycle ToRs are published as part of RGPC.	Jan 23	PW	Confirmation of the timing of the RGPC review of 23/24 committee ToRs and their subsequent publishing.	Board		Complete. In discussions with the Quality team, it was agreed that TOR for all committees should be reviewed in Q3 for approval in Q4 and publishing at the start of the academic

							year. This may require some to be reviewed as Chairs Action due to the infrequency of RGPC meetings.
11. CB01 22/23	Review the process for publishing 'golden copies' of committee terms of reference to the website. Update Committee membership on the website.	Jan 23	PW/LR	Website updated.	Board		Complete: Committee ToR should be published on the website (but not minutes for all). With Quality Team as an action.
12. CB01 22/23	Set up a training session for the Non-Executive Directors on using the ICMP data dashboards.	Jan 23	HAR	Training set up.			Complete: Training has taken place.
13. CB01 22/23	Board members to accept an invitation to visit the University of West London.		PW	Members of the Board have visited UW/E	Board		Ongoing
14. CB01 22/23	A copy of the UWE slides to be requested and made available to Board members if shared.		PW/LR	Slides from UWE presentation circulated and uploaded to Board Sharepoint site.	Board		Complete

4. Chair's Action Report

4.1. The meeting noted that the second OfS Finance Submission was made on time.

[REDACTED]

ITEMS FOR APPROVAL

5. Skills Matrix Review

5.1. The Board received the skills matrix review.

5.2. MD talked the Board through the approach as detailed in the review.

ACTION: The Skills Matrix to be reduced to four categories and to include definitions that will aid in review completion.

DECISION: The Board agreed to use this Skills Matrix Review as a working document and to revisit the item at Corporate Board 03 in April 2023.

6. Board Awayday

6.1. The Board received a verbal proposal for an awayday Wed 21 to Thurs 22 June at the South Lodge, Horsham.

6.2. The Board heard that PK and JD will work on the agenda.

DECISION: The Board approved the Awayday arrangements.

ITEMS FOR DISCUSSION

7. Chief Executive's Report including Marketing and Finance Presentation

7.1. The Board received and noted the Chief Executive Report.

[REDACTED]

PW and PK rejoined the meeting

9. Strategic Risk Report inc. Student Protection Plan

The report was presented and discussed by Members

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- 9.2. [REDACTED]
- [REDACTED]

HAR joined the meeting.

10. Institutional Health Data

- 10.1. The Board received the data dashboard headline report.
- 10.2. The Chair welcomed the Registrar and COO (HAR) to the meeting.
- 10.3. The Board received a presentation on screen of headline continuation, completion, and progression data.
- 10.4. The Board noted that the 'other UG' data, relating to our now discontinued HNC, was responsible for our below baseline 20/21 continuation figure. Early indicators are that the figure will now improve with our own bespoke CertHe ('other UG').
- 10.5. The Chief Executive requested development of committee data that shows a current year internal forecast figure for continuation against internal benchmarks.
- ACTION: Develop current year internal forecasts for continuation. (See also item 9.1.1)**
- 10.6. The Board received a presentation on the TEF data.
- 10.7. The Chair noted that we are so much further forward on the data due to the dashboard and wanted to thank everyone concerned.
- 10.8. AM made the point that sales teams would track data on a daily basis and make instant interventions where needed.

HAR left the meeting.

11. Board Appraisals

- 11.1. The Board received the report on Board appraisals.
- 11.2. The Board noted the progress that has been made.

12. EDI report and update

- 12.1. The Board received and noted the report on the EDI incident in November 2022.
- 12.2. The Board noted that ICMP have learned a lot from the incident and that a formal external review of EDI is taking place.
- 12.3. The Board noted that we lack internal expertise in this area and will be looking to engage a source of expert external advice when needed.

13. Proposed plan for NED engagement

- 13.1. The Board received the updated plan for 2023

13.2. The Board noted that the plan is working well.

ACTION: Reverse student mentoring to be included in the NED engagement plan.

14. Corporate Board non-executive appointment

14.1. The Board received a verbal update from PK on the NED appointment process

AM and LR left the meeting.

RESERVED BUSINESS

[REDACTED]

[REDACTED]

ITEMS FOR INFORMATION

17. Subcommittee Business

- 17.1. The Board received and noted the Executive Committee report and minutes.
- 17.2. The Board received and noted the Academic Board report and minutes.
- 17.3. The Board received and noted the RGPC report and minutes.

18. OfS Compliance Quarterly Report

- 18.1. The Board received and noted the OfS Compliance Quarterly Report.

19. Quality Report

- 19.1. The Board received and noted the Quality Assurance and Enhancement report.

20. DAPs Transition Group update report

- 20.1. The Board received and noted the DAPs Transition Group report.

21. Portfolio Development Group update

- 21.1. The Board received and noted the Portfolio Development report.

22. Annual Student Casework Report

- 22.1. The Board received and noted the Annual Student Casework report.

23. NSS Action Plan

23.1. The Board noted the 2022 NSS Action Plan.

24. Self-Evaluation (SED) Document and Quality Improvement Plan (QIP)

24.1. The Board noted the 2021-22 SED and QIP.

25. Internal Audit Themes

25.1. The Board noted the 2022-23 internal audit themes.

26. ICMP Diary of Events 2023

26.1. The Board noted the 2023 diary of events.

27. Register of Interests

27.1. The Board noted the updated register of interests.

28. Safeguarding and Prevent Quarterly Monitoring Report

28.1. The Board noted the Safeguarding and Prevent report

29. TEF Working Group Update

29.1. The Board received and noted the ICMP TEF 2023 Provider Submission.

ANY OTHER BUSINESS

30. The Chair thanked Members of the Board and Observer Ann Mroz and closed the meeting.

31. Non-Executive Directors were scheduled to meet with members of ICMP students directly after the Board.

32. Date of next meeting

32.1. The date of the next meeting is Thursday 27 April 2023.

The meeting concluded at 1pm.

A meeting between non-Executive Directors and a group of student officers followed the Board.

Matters arising from the Corporate Board meeting on 26 January 2023

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2.	CB3 2021/22	Chief Executive to liaise with HR to capture CPD for Board members more formally.	Jul 22	PK	CPD formally captured	CB		Ongoing. This is under development, to be reported back Apr 2023.
3.	Awayday 21/22	Revisit Consortia purchasing.	Oct 22	PW		CB		Ongoing – to be reviewed by Apr 2023
4.	Awayday 21/22	Contact identified candidate to replace the outgoing NED.	Oct 22	PK	Replacement identified	CB		Ongoing. Verbal update to be provided to this Board.
5.	CB01 22/23	Board members to accept an invitation to visit the University of West London.		PW	Members of the Board have visited UWE	CB		Ongoing
6.	CB02 22/23	Look into splitting RGPC as per recommendations of the Governance Review.	Apr 23	MD/PW	Recommendations received.	CB		NEW ACTION
7.	CB02 22/23	Launch a project to look at ways in which KPIs can be displayed for Corporate Board.	Apr 23	PW	Project complete	CB		NEW ACTION

8.	CB02 22/23	Future meetings of the Board to receive confirmation that actions from the meeting with the Student Officers have been fed into the relevant committee(s).	Apr 23 and ongoing	TH/(LR)	On agenda as a standing item. Confirmation received relating to previous meeting with Student Officers.	CB		NEW ACTION
9.	CB02 22/23	The Skills Matrix to be reduced to four categories and to include definitions that will aid in review completion.	April 23	MD/(LR)	Revised skills matrix reviewed at CB03 22/23	CB		NEW ACTION
10.	CB02 22/23	A student success impact presentation to be arranged for Board 03.	April 23	TH/(LR)	Student success impact presented to the Board.	CB		NEW ACTION
11.	CB02 22/23	An item on strategic development to be added to the agenda for CB03.	April 23	PK/LR	Strategic development discussed at CB03	CB		NEW ACTION
12.	CB02 22/23	Develop current-year internal forecasts for continuation.	Apr 23	TH->HAR	Current-year internal forecasts developed and presented.	CB		NEW ACTION
13.	CB02 22/23	Reverse student mentoring to be included in the NED engagement plan.	Apr 23	PW	Added to engagement plan.	CB		NEW ACTION

