

Board of GovernorsMeeting held on 15 July 2020, at 4pm, [REDACTED]
[REDACTED]**CHAIR APPROVED**

Members	
Dr Selva Pankaj (Chair)	Dr Maurizio Bragagni*
Tharshiny Pankaj	
In attendance	
Stewart Harper, <i>Clerk to the Board</i> *	Kylie Hazeldine, <i>Head of Professional Services and University Partnerships</i> *
Anna Howard, <i>Academic Dean</i> (item 11 onwards) *	Richard Knapp, <i>Director of Education</i> *
Paras Patel, <i>Director of Finance</i> *	Marie Sheehan, <i>Governance Advisor</i> *
Caroline Sheppard, <i>Executive Assistant</i> *	Alka Tailor, <i>Head of Sales</i> *

*denotes those joining by Video Conferencing

Minute number	Minute	Action
24	Welcome and apologies	
24.1	All present were welcomed and there being a quorum, SP opened the meeting. It was noted that the ongoing Coronavirus pandemic meant that most of those attending were doing so via video conferencing.	
24.1	Congratulations were extended to Dr Bragagni on the conferring of the status of Freeman of the City of London earlier in the day.	
25	Appointment of Clerk	
25.1	The Board received a paper [BOA-2020-001] proposing the appointment of a Clerk to the Board of Governors.	
25.1	After consideration the Board RESOLVED to appoint Stewart Harper as Clerk to the Board of Governors.	

26	Apologies for absence	
26.1	No apologies for absence had been received.	
27	Conflicts of Interest	
27.1	No conflicts regarding the business of the meeting were declared, other than those already recorded.	
28	Minutes of previous meeting	
28.1	The minutes of the meeting held on 23 March 2020 were received [BOA-2020-002] and APPROVED without amendment.	
28	Matters arising	
28.1	It was noted that the College had not yet received approval from the Office for Students regarding the Access and Participation Plan [minute 22 refers]	
29	Report from the Principal and CEO	
29.1	The Board received an update from the Principal and CEO [BOA-2020-003] outlining key developments since the last meeting.	
29.2	The Principal noted a major theme of recent weeks had been the development of new systems of governance, led by Marie Sheehan. It was this review that the College was now seeking agreement to implement.	
29.3	Reviews were also ongoing regarding academic structures (led by the Academic Dean) and admissions and recruitment processes (led by the Director of Education)	
29.4	Finally, the Principal noted the work undertaken in the light of the Coronavirus pandemic to ensure that the College remained able to respond to changing patterns of demand.	
30	Summary of OfS Registration position	
30.1	The Board received and NOTED an update from the Governance Advisor [BOA-2020-004] setting out the current position regarding OfS registration.	

30.2	It was noted that, since the last meeting, only one OfS regulatory notice had been received, relating to so-called conditional unconditional offers of study	
30.3	The Board noted that all new notices and significant actions would be brought to the attention of the Board.	Clerk
30.4	It was also noted that the approval from the OfS for the application for Approved (Fee Cap) status was awaited, and anticipated by 31 July 2020.	
31	Update on the Delivery of Strategic Plan and KPIs	
31.1	The Board received an update from the Principal on the Strategic Plan and the delivery of KPIs [BOA-2020-005].	
31.2	It was noted that the Strategic Plan ambition remained to achieve university status by 2025.	
31.3	It was also noted that the Director of Education would lead a review of the College's KPIs, and that a proposal would be brought forward to the next meeting of the Board.	Agenda
32	Update on Student Recruitment	
32.1	The Board received an update on student recruitment [BOA-2020-006]	
32.3	The Board noted that the new website for the College (www.rcl.ac.uk) had gone live that day and congratulations were extended to those who had created it. It was noted that the governance sections would need to be updated following later items on the Board's agenda.	Clerk

32.4	It was noted that a Recruitment Group had been established under the chairmanship of the Principal and CEO. The Group's priority was to maximise opportunities in 2020/21 as the last year for EU students to study in the UK whilst taking advantages of the funding available to UK students. Discussion was had regarding the barriers to entry for some students, including their IELTS attainment, but Dr Bragagni noted his own journey of education within the UK, which might not have been possible under the current language restrictions.	
32.5	After discussion it was RESOLVED that the Chair and Dr Bragagni should seek to take this issue up with the Secretary of State for Education, and/or the Minister of State for Universities.	Chair / MB
33	Update on Health & Safety	
33.1	The Board received an update on Health & Safety [BOA-2020-007] and NOTED that there had been no RIDDOR-reportable incidents since the last meeting	
33.2	It was also noted that a review of the mechanisms for reporting on Health & Safety was ongoing.	
34	Changes to Governance Arrangements	
34.1	By way of introduction to the papers which followed, the Governance Advisor informed the Board that the existing arrangements for governance had been reviewed against the Higher Education Code of Governance (the CUC Code) and the expectations of the OfS.	
34.2	It was suggested that the Board be extended to six members, of which four would be independent of the College. Included therein would be an Audit & Risk Committee of three members, all of whom would be independent.	
34.3	An independent Chair and Deputy Chair of the Board of Governors was proposed, and the process of appointment would be undertaken when the recruitment of new members was in place.	
34.4	The Chair noted the support of the Executive to the changes, and the assertion from the College's legal advisors that the proposals were compatible with the requirements of the Office for Students.	

34.5	It was proposed that the constitutional documents of the Company should be amended to reflect proposed new practices of the Company and the changes it was continuing to implement to comply with the Office for Students' guidance. It was further noted that additional changes were being made to the constitutional documents to give effect to the CUC Code. This included adopting the new Articles of Association and adopting new Terms of Reference.	
35	Changes to the Articles of Association	
35.1	The Board received a proposal to amend the Articles of Association for RTC Education Ltd. [BOA-2020-008]	
35.2	The Chair noted that, following the adoption of the current Articles of Association (and terms of reference for the Board and its Committees), the College had undertaken a further review of its governance and management arrangements and structures.	
35.3	After careful consideration of the proposed changes to Articles, it was RESOLVED	
35.3.1	To approve the new Articles of Association	
35.3.2	To approve the Statement of Primary Responsibilities of the Board of Governors	
35.3.3	To issue a Notice to the Members proposing a special resolution as follows: <i>'THAT the draft articles of association now presented to the members of the Company be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association including for the avoidance of doubt any and all provisions of the memorandum of association of the Company that are treated as part of the Company's articles under section 28 of the Companies Act 2006.'</i>	
35.3.4	To convene a General Meeting of the Company at 1700 on 15 July 2020 at [REDACTED] subject to consent to short notice being obtained, to consider the resolution proposed.	

35.3.5	To direct the Chair to immediately deliver copies of the new Articles, the Notice to Members, the form of Consent to Short Notice, and the Proxy Form, to all eligible members.	
35.4	The meeting was then adjourned so that the General Meeting could be held.	
MEETING ADJOURNED FOR GENERAL MEETING OF SHAREHOLDERS AT 1700 AND THEN RECONVENED AT 1705		
35.6	The meeting was reconvened and the Chair reported that the General Meeting had been held, with consent to short notice having been obtained. It was NOTED that the resolution proposed in the Notice had been passed.	
35.7	The Board therefore NOTED that the new Articles had been obtained in substitution for, and to the exclusion of, the Company's previous Articles of Association.	
35.8	The Chair, on behalf of the Board, undertook to arrange for the necessary forms and documents to be filed at Companies House, with the support of the Clerk to the Board of Governors.	Clerk
35.9	It was noted that the previous Articles (approved March 2020) had not been filed with Companies House, due to administrative error recently identified. It was RESOLVED to address this in the filing of these new Articles.	Clerk
36	Revisions to the Board of Governors Membership and Structures, and introduction of a Scheme of Delegation and Schedule of Business.	
36.1	The Board received a further paper outlining the proposed changes to membership and structures [BOA-2020-009] which supported the various proposals which followed.	
37	Proposal for approval of Terms of Reference for the Nominations and Remuneration Committee	
37.1	The Board received a draft set of terms of reference for the Nominations and Remuneration Committee [BOA-2020-010].	
37.2	It was RESOLVED that the Terms of Reference be adopted.	

38	Proposal for approval of Terms of Reference for the Finance Committee	
38.1	The Board received a draft set of terms of reference for the Finance Committee [BOA-2020-011].	
38.2	It was RESOLVED that the Terms of Reference be adopted.	
39	Proposal for approval of Terms of Reference for the Audit and Risk Committee	
39.1	The Board received a draft set of terms of reference for the Audit and Risk Committee [BOA-2020-012].	
39.2	It was RESOLVED that the Terms of Reference be adopted.	
40	Scheme of Delegation	
40.1	The Board received a proposed Scheme of Delegation [BOA-2020-013] setting out the responsibilities of the Board of Governors, its committees, the Academic Board, the CEO/Principal and the Senior Leadership Team (SLT), aligning with regulatory requirements and the CUC Code.	
40.2	It was RESOLVED to approve the new Scheme of Delegation, which the Clerk would then implement.	Clerk
41	Schedule of Business 2020/21	
41.1	The Board received a Schedule of Business for the academic year ahead [BOA-2020-014].	
41.2	It was RESOLVED to approve the Schedule of Business, to which the Clerk would add the policies due for review across the year.	Clerk
42	Review of the Advisory Board	
42.1	The Board received a proposal from the Governance Advisor [BOA-2020-015] setting out proposed changes to the terms of reference of the Advisory Board, and to rename it the Advisory Panel to ensure there was no confusion between its role, and that of the Board of Governors. It was noted that the Chair of the Advisory Board had been consulted.	

42.2	It was RESOLVED to approve the new terms of reference and nomenclature and to ask the Clerk to include the Advisory Panel in the planning for upcoming meetings.	Clerk
43	Recruitment and Induction of new Independent Members of the Board of Governors	
43.1	The Board received a suite of documents relating to the appointment of new independent members of the Board [BOA-2020-016].	
43.2	It was noted that the purpose of the suite of documents was to ensure prospective and new members were fully aware of their responsibilities and the expectations that were on them.	
43.3	The Board agreed that it should seek to recruit a balanced membership, both in terms of demographic characteristics, but also of skills. It was noted that the Clerk would be working over the summer on a skills matrix which would assist in understanding where skills gaps could be filled.	Clerk
43.4	The Board RESOLVED to approve a process by which new members of the Board would be recruited, and through which an Independent Chair would be appointed. The Clerk was asked to implement this process over the summer period. The Board also RESOLVED to approve the templates for 'Fit and Proper Persons' declarations, and a nomination template.	Clerk
43.5	An outline of the Governor Handbook and the Induction programme for new governors was presented. It was RESOLVED to approve this and to ask the Clerk to populate and publish them. Dr Bragagni offered to be included in the induction programme as a 'test' participant.	Clerk
43.6	Finally, role descriptors for the Chair, Clerk, independent Board members and Principal/CEO were presented. It was RESOLVED to approve these.	
43.7	It was noted that the Clerk would lead on the appointment process over the summer period, working with all members of the Board.	Clerk

44	Conflicts of Interest	
44.1	The Board RECEIVED an update to the Register of Interests [BOA-2020-017], correct at 13 July 2020. Members were reminded to inform the Clerk of any changes to this, as they occur.	
44.2	The Board NOTED that a review of the Policy around registration, and resolution, of conflicts, would be undertaken shortly, and would be brought back to the Board.	Clerk
45	Internal Audit Risk Assessment and Plan 2020/21	
45.1	The Board received a draft Internal Audit Plan for 2020/21 [BOA-2020-018] together with an associated Risk assessment.	
45.2	It was noted that in addition to the plan for 2020/21, the internal auditors would work with the newly formed Audit & Risk Committee to support them in understanding their roles and responsibilities.	Clerk
45.3	It was RESOLVED to approve the internal audit plan for 2020/21.	
46	Financial Reporting to the Board	
46.1	The Board received a report setting out the proposals for financial reporting through the Board going forward [BOA-2020-019].	
46.2	It was noted that the Board would receive financial projections (for the current year) at each meeting, and that these would in future be subject to prior scrutiny by the Finance Committee. It was also noted that the financial plan against which these projections would be made would normally be approved at the July meeting each year, but that for 2020/21 only a draft budget would be presented since the decision of the OfS (re fee cap) was outstanding.	
46.3	It was also noted that the Clerk was working with the Finance Director on the production of Financial Regulations for the organisation, which would ultimately brought back to the Board for approval.	Clerk, and Finance Director

47	Financial Projections (2019/20)	
47.1	The Board received an updated financial projection for the current financial year [BOA-2020-020].	
	[REDACTED]	
	[REDACTED]	
48	Draft Budget 2020/21	
48.1	The Board received a draft budget for the financial year 2020/21 [BOA-2020-21].	
48.2	The Finance Director noted that the budget was predicated on the basis of [REDACTED] new students across four intakes and on the tuition fees at levels agreed with partners (where applicable) or at the highest level permitted (if the OfS fee cap decision was favourable).	
48.3	It was noted that, if the OfS decision was unfavourable, a revised budget would need to be presented. Therefore, approval was sought on a conditional basis.	
48.4	The Board RESOLVED to approve the draft budget for 2020/21, on condition of receiving a positive response from the OfS to the change of registration application. If the OfS decision was not forthcoming, then a revised budget would be developed and presented to the Board. An update would be included at the next meeting.	Agenda
49	Tuition Fee Approval	
49.1	It was noted that tuition fees for 2021/22 could not yet be determined since OfS decisions were outstanding. It was RESOLVED that any immediate decisions required once the OfS decision had been received could be sought through Written Resolution, but that in future all tuition fee decisions would be brought to the Board for approval.	Clerk
50	Covid-19 response	
50.1	The Board received an update on the College's response to the Coronavirus pandemic [BOA-2020-022]	

50.2	It was noted that the Academic Board had discussed matters related to content of provision, and training for staff. Furthermore, a communication plan for current and new students had been developed and was being implemented.	
50.3	It was noted that the Senior Leadership Team believed the College was compliant with all expectations of the OfS in regard to the pandemic.	
50.4	It was further noted that the pandemic had increased the perceived value of digital education, and that the College would not be returning to the 'old ways' of working. The Director of Education noted that digital learning was becoming an area of focus for the QAA and that Regent's approach was considered positive. The Director of Education was currently developing guidance on digital learning for adoption within the College, and would share these with members of the Board as soon as they were available.	RK
50.5	The Principal noted that Regent's success would be dependent on being able to embrace the new ways of working, and that the size of the organisation and its agility would allow it to do so.	
51	Annual Report on Equality & Diversity	
51.1	The Board RECEIVED the Annual Report on Equality & Diversity, outlining the progress that the College had made on these issues over the preceding year [BOA-2020-023].	
51.2	The Board noted that equality and diversity were matters of principle and that they remained cornerstones of the way the College would operate.	
52	Code of Practice on Freedom of Speech	
52.1	The Board noted that a Code of Practice on Freedom of Speech was an expectation of the OfS, and that such a Code would need to align with the College's legal responsibilities under the Prevent Duty. Furthermore, the College wished to promote the principles of free speech and tolerance across the organisation.	
52.2	It was noted that the Clerk would work to develop the new Code of Practice.	Clerk

53	CUC Code of Governance	
53.1	Following discussion, and consideration of the items earlier in the meeting, the Board formally RESOLVED to adopt the CUC Code of Higher Education Governance.	
53.2	It was also RESOLVED to write to the OfS to update them on the adoption of new Articles and Terms of Reference.	Chair