UNCONFIRMED
MINUTES OF THE CORPORATE BOARD MEETING HELD ON 18 JULY 2024
0930, ICMP BOARD ROOM, KILBURN.

PRESENT

CORPORATE BOARD MEMBERS
Chair (David Baker, DB)
Chief Executive (Steffan Davies, SD)
Executive Director (Paul Kirkham, PK)
Executive Director and Principal (Tony Harris, TH)
Executive Director (Pete Whittard, PW)
Executive Director (Hannah Collins, HC)
Executive Director and Chief Operating Officer (Jenny Marzano, JM)
Senior Non-Executive Director (Martin Day, MD)
Non-Executive Director (Ann Mroz, AM)
Non-Executive Director (James Denton-Clark, JDC)

IN ATTENDANCE
Academic Registrar, Corporate Board Servicing Officer (Stef Jones, SJ)

IN ATTENDANCE [PART OF THE MEETING ONLY]
Student President (Gus Mena-Granchelli, GMG) *for Student Representative session*
Interim Student Vice-President (Muhammed Xavery, MX) *for Student Representative session*
Student Engagement Officer (Karl Mak, KM) *for Student Representative session*
Associate Dean Student Engagement (Lucy Bernstein, LB) *for item 9*
Head of Academic Development (Daniel Green, DG) *for item 10*

APOLOGIES
Marketing Director (Joanne VanVuuren, JV)

GMG, MX and KM joined the meeting

Session with the Student Representatives.

1.1. The Chair welcomed the Student President (GMG), interim Student Vice-President (MX) and Student Engagement Officer (KM) to the meeting and introduced the session.

1.2. One action relating to the Café at Queen's Park was noted as outstanding from the previous meeting. It was reported that the Executive Committee are looking to update the space to be a self-service facility over the summer period. The Board supported having service in place from September.

1.3. The Student President provided an update on the Students' Union development. The Student President requested feedback on the National Union of Students (NUS) *constitution guidelines* and asked what should be considered and adopted by ICMP. It was confirmed that Board had not had sight of this document and it would be circulated by the Principal.

1.4. A discussion was had on the formal working relationship between the institution, ICMP Management Ltd and the Students' Union. It was agreed that a working group should be established with student representatives and staff to present a formal recommendation. It was reconfirmed that ICMP would not be setting up a Student Union in the traditional form of a separate legal entity, though an internal structure that could provide the benefits of a Student Union.

1.5. The Student President raised new officer training. The Board requested a comprehensive training schedule.

1.6. The Student President raised the ICMP Student Officer structure. The Board recommended that the merge of ICMP and SAE UK presents an opportunity to review the structure. This should also be explored by the working group.

1.7. It was reported that the proposed plan to bring together the ICMP and SAE UK student voice will be adopted formally in the membership of the Academic Board (to include 1 student representative from ICMP and 1 student representative from SAE UK) with the ICMP Student Senate and SAE UK Board's of Studies reporting to the Academic Board.

1.8. Further, informally, SAE UK student representatives will be invited to future Corporate Board meetings to ensure that both ICMP and SAE UK views are represented.

ACTION: Student Voice Working group to be established to develop a recommendation for the operational management of the Students' Union and ICMP Management Ltd, considering the NUS constitution guidelines for implementation in 2025/26.

ACTION: Student Voice Working group to develop a proposal for the structure of Student Representation across ICMP Management Ltd for implementation in 2025/26.

ACTION: Executive Committee to oversee the development of a comprehensive training plan for incoming ICMP student officers.

1.9. The Student President overheard comments made by an ICMP Tutor regarding the merger and the UKVI. The Board were concerned by these comments and assured the Student President that these were false claims.

1.10. GMG and MX were thanked for their attendance and contribution.

GMG, MX and KM left the meeting

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 Hannah Collins, Executive Director and James Denton-Clark, Non-Executive Director to their first meeting of the Corporate Board.
   1.3. The Chair congratulated Jenny Marzano on her new role as Chief Operating Officer.
   1.4. Apologies noted above.
   1.5. There were no new noted conflicts of interests.
   1.6. The Board noted it was quorate to proceed.

2. **Previous Minutes and matters arising**
   2.1. The minutes of the meeting held on 25 April 2024 were received and **approved**, subject to some minor corrections.
   2.2. The redacted minutes of the meeting held on 25 April 2024 were received and **approved**, subject to the same minor corrections above.

DECISION: **The minutes were approved as a correct record of the meeting on 25 April 2024.**
DECISION: **The redacted version of the minutes was approved for publication.**

   2.3. **NED and AcBo External Meeting**
      2.3.1. The Board received the record from the meetings attended by the Corporate Board and Academic Board externals on 21 February and 16 May 2024.
      2.3.2. The Board reviewed the actions and requested that Executive Committee consider the actions and provide an update on progress at the next meeting.
      2.3.3. The Board noted "concerns around HR management of merge" and agreed that an action should be added to the Risk Register.

ACTION: **Executive Committee to review the actions from the Corporate and Academic Board externals meeting and provide an update on progress at the next meeting.**

ACTION: **Corporate and Academic Board externals concerns around the HR implications of the merger and unintended loss of people to be added to the Risk Register.**

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

Matters arising from the Corporate Board meeting on 25 April 2024

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1.	CB04 22/23	Executive Committee to develop and present student accommodation proposal.	Oct 2023	SD	Proposal developed and presented	ExCo	July 2024	**Complete.** Accommodation proposal on the agenda.
2.	CB-X03 23/24	Chief Executive to discuss/agree with senior Executives the matter of 'Director' title	July 2024	SD	Use of 'director' title to be established	ExCo	June 2024	**Complete.** Matter discussed and closed.
3.	CB-X03 23/24	Principal to schedule a meeting of the AcBo to enable them the opportunity to scrutinise plans and raise any concerns to be addressed	July 2024	TH	Proposal put forward	CB	May 2024	**Complete.** Meeting held
4.	CB-X03 23/24	Chief Executive to provide paper on Corporate Board sub-committees to the April meeting	October 2024	PK	Proposal put forward	CB		**Ongoing.** Will be presented in October.
5.	CB03 23/24	Executive Committee to consider actions from the NED and staff meeting and report back to the July Board.	July 2024	SD	Paper received	ExCo		**Ongoing.** To be discussed at August ExCo.
6.	CB03 23/24	Corporate Board to receive NED / Academic External meeting notes.	July 2024	TH	Paper received	CB	June 2024	**Complete.** Paper on the agenda for noting
7.	CB03 23/24	Associate Dean Student Engagement to present at the July meeting	July 2024	TH	Presentation	CB	July 2024	**Complete.** On agenda
8.	CB03 23/24	Chief Executive to review the senior governance structure and present to the October meeting.	October 2024	SD	Paper presented	CB		**Ongoing** – to be presented at October Meeting- merge with agenda item 4.

9.	CB03 23/24	RNGPC to undertake skills matrix audit.	June 2024	MD	Skills matrix audit completed	CB	April 2024	**Complete.** On the agenda.
10.	CB03 23/24	Chief Executive to liaise with Head of HR to undertake a review of Board CPD.	October 2024	SD	Review undertaken	CB		**Ongoing.** Due October
11.	CB03 23/24	Board members to check and review biographies on website. Amendments to be submitted to the Marketing Director.	July 2024	All	Biographies reviewed	CB	July 2024	**Complete.** Members confirmed this item is complete.
12.	CB03 23/24	Chief Executive to circulate Fit and proper test declarations to Board members.	July 2024	SD	Declarations circulated	CB	June 2024	**Complete.** All declarations completed.
13.	CB03 23/24	Chief Executive to propose date and circulate draft agenda away day.	May 2024	SD	Date agreed and agenda circulated	CB	June 2024	**Complete.** Away day has taken place.
14.	CB03 23/24	Servicing Officer to include Committee Effectiveness on the July agenda.	July 2024	SJ	Agenda item included	CB	June 2024	**Complete.** Item on the agenda.
15.	CB03 23/24	Servicing Officer and Chief Executive to make arrangements for the Board to meet at SAE, London.	July 2024	SJ/SD	Arrangements confirmed	CB	June 2024	**Complete.** July meeting will take place at ICMP.

3. **Chair's Action Report**
   3.1. The Board noted that the extraordinary Board meeting held on 21 June 2024.
   3.2. The Board received the unconfirmed minutes for approval. The Board confirmed the minutes as an accurate record of the meeting.

DECISION: The extraordinary minutes were approved as a correct record of the meeting on 21 June 2024.

ITEMS FOR APPROVAL

DB left the meeting
MD took ownership of the Chair

4. **Extension of Chair's term of appointment**
   4.1. The Board received and noted the proposal for the extension of the Chair's terms of appointment.
   4.2. It was noted that in accordance with the Code of Governance, *"The normal term of appointment of non-executive Directors is an initial term of 3 years, which is renewable thereafter for up to two further terms if considered desirable. The Corporate Board may however decide to apply different terms where justified at its discretion"*.
   4.3. The proposal is to appoint for a further two years to maintain continuity of skills and experience during the transitional ownership phase and preparation for indefinite DAPs.
   4.4. As these terms are different to the normal process, Board is asked to approve.
   4.5. The Board unanimously **agreed** to extend DB's term for a further two years based on the above rationale expiring on 30 September 2026.
   4.6. The Board unanimously **agreed** to re-appoint DB as the Chair of the Corporate Board for this time.

DECISION: The Board unanimously agreed to extend David Baker's term as a non-executive director for a further two years, expiring on 30 September 2026.

DECISION: The Board unanimously agreed to extend David Baker's term as Chair of the Board for a further two years.

DB rejoined the meeting

5. **Freedom of Speech Regulations**
   5.1. The Board received the revised Freedom of Speech Regulations.
   5.2. The Board were informed of the Higher Education (Freedom of Speech) Act 2023 passed earlier this year and the free speech duties placed on higher education providers. The Freedom of Speech Regulations were reviewed in light of this.
   5.3. It was noted that given that the changes are not substantial, it was not necessary to go to student consultation as this time. Students are informed of the Freedom of Speech Regulation through the online registration process.
   5.4. The Freedom of Speech Regulations would sit across ICMP Management Ltd., that now includes both ICMP and SAE UK brands.
   5.5. The Board **approved** the amendments.

DECISION: The Board approved the Freedom of Speech Regulations.
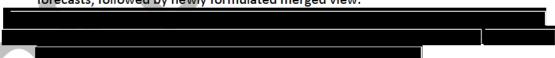
ITIES FOR DISCUSSION

6. **Chief Executive's Report including Marketing and Finance Presentation**
   6.1. The Board received and discussed the Chief Executive Report with the Chief Executive providing a headline summary.

   6.5. **The Marketing Presentation was made by the Marketing Director.**
   6.5.1. The Chief Executive presented the Marketing Presentation in the absence of the Marketing Director.

   6.6. **The Finance Presentation was made by the Finance Director.**
   6.6.1. The Finance Director provided a headline summary of ICMP and SAE UK stand-alone forecasts, followed by newly formulated merged view.

7. **Strategic Risk Report inc. Student Protection Plan**
   7.1. The Board reviewed the Company Risk Register and noted several additions and amendments to the Strategic Risk Register. These amendments were actioned in real time into the spreadsheet.
   7.2. The Board discussed the need to bring SAE UK risk management into the strategic risk register and not run two distinct. It was reported that this is purely a timing issue post-merger, this will be undertaken by the Audit Committee at the next meeting.

ACTION: Audit Committee to incorporate SAE UK identified risks into the ICMP Management Ltd Strategic Risk Register.

   7.3. The Board received and noted the draft submitted Student Protection Plan that is currently with the OfS for review.

8. **Institutional Health Data**

   8.1. The Board noted that there have been no updates to the OfS dashboard since the last meeting however the NSS 2024 has been released.

[content redacted]

ACTION: Analysis of latest student outcome and experience metrics (i.e. B3, TEF, AP) to be provided at the next meeting.

LB joined the meeting

9. **Retention Working Group**

   9.1. The Board welcomed Associate Dean Student Engagement to present the progress of the retention working group. The Associate Dean presented the predicted retention numbers and noted that ICMP is tracking well against the targets with a predicted target of 90% continuation.

   9.2. Board member asked how this performance looks across the sector. Board agreed that achievement of 90% is above sector.

   9.3. The Board were informed of the initiatives undertaken during the year such as *'Get it done day"* and the personal tutor support. It was noted that there has been greater engagement with these initiatives. The challenge is the non-engaged students.

   9.4. Board discussed that this is a holistic process and acknowledged that students will engage diffidently with different initiatives.

   9.5. Board members asked for the bigger impact analysis such as pass-first time rates to give greater assurance that these activities are having an impact.

   9.6. Board members asked if there is formal process for student feedback for these initiatives. It was reported informal feedback is captures however more formal mechanisms are being considered.

   9.7. LB was thanked for the presentation and discussion.

LB left the meeting

   9.8. A discussion was had on the data presented. The Board agreed that the Board should be setting the targets and then be provided with a clear roadmap on progress against targets.

   9.9. The Board welcomed establishing a standard format for presentation of clear and accurate headline data.

   9.10. The Board discussed how the data is received and presented at SAE UK and acknowledged some best practice that could be shared. The Chief Executive agreed to take forward.

Action: Chief Executive to agree the KPI for retention and make a recommendation to Board.

Action: Chief Executive to establish a clear format and reporting schedule received by the Corporate Board with clear presentation of trend data.

Action: SAE UK continuation data to be shared with the Corporate Board.

DG joined the meeting virtually

10. **EDI Committee Update**

   10.1.   The Board welcomed Head of Academic Development (DG) to the meeting to present on the EDI ecosystem and the EDI symposium.

   10.2.   The recommended priorities for 24/25 include:

   I.   *Increasing visibility of the Zero Tolerance campaign;*
   II.   *Amed ICMP's EDI Strategy to sit across AD Education UK;*
   III.   *Consider ways of ensuring diversity at senior management levels;*
   IV.   *Review of EDIC's structure and authority within academic and corporate governance;*
   V.   *Increasing representation and diversity of tutors.*

   10.3.   The Board supported the recommended priorities.

   10.4.   The Board discussed the representation of senior management at Corporate Board. The Board supported the proposal to meet with EDIC members as part of the NED and Staff meetings.

Action: Servicing Officer to update schedule of business to include EDIC and NED meeting.
DG left the meeting

11. **ADE Integration Team update**

   11.1.1. The Board noted that this was covered at the awayday and the finance pack

13. **Property Strategy update**

   13.1.   The Board received and discussed the report.

14. Systems Strategy

14.1.   The Board received and discussed the report.

14.2.   The Board noted that the project is now behind initial schedule due to the delay in completion. The key message to the Board is that systems should now be added to the risk register, as high impact projects that involve multiple stakeholders.

14.3.   The Board noted a proposed change of student record system.

14.4.   The Board discussed the ICT Steering Group and the need to re-install the group to oversee system integration.

Action: Executive Committee to review the terms of reference and membership of the ICT Steering Group.

15. Committee Effectiveness

15.1.   The Board received and discussed the report. It was noted that there is an ongoing action with respect to the governance structure due in October.

15.2.   The actions identified in the report will be transferred to the new Chief Executive and be considered as part of the governance review following the merge with SAE UK.

Action: Committee Effectiveness actions to be transferred to the chief executive for consideration as part of the terms of reference update.

16. Terms of Reference

16.1.   The Board noted that this item is currently under development, as per the action table, and will be received in October.

17. Skills Matrix Audit

17.1.   The Board received and discussed the report. The Board agreed that an audit against the skills matrix should be completed.

Action: Skills Matrix Audit to be undertaken.

18. Plan for Board Appraisal

18.1.   The Board were informed that there are no proposed changes and the Board appraisal will be conducted as usual. A summary of action points following the appraisal activity will be presented to the January meeting.

ITEMS FOR INFORMATION

19. Subcommittee Business

19.1.   The Board received and noted the Executive Committee report and minutes.

19.2.   The Board received and noted the Academic Board report and minutes.

19.3.   The Board received and noted the AuCo report.

19.4.   The Board received and noted the RNGPC report and noted the Chair's Action for the appointment of new members to the Corporate Board.

20. Student Services Quarterly Report

20.1.   The Board received and noted the Safeguarding and Prevent monitoring report.

21.   Quarterly Quality Report

21.1.   There were no items to report.

22. DAPs Project Group update report

22.1.   The Board received an update on DAPs Project Group variation.

22.2.   The Board noted that the Project Board are building a business case for a DAPs Project Manager.

22.3.   The Board requested that this is an item for discussion going forward.

Action: Servicing Officer to update schedule of business to bring DAPs variation project above the line.

23. OfS compliance quarterly report

23.1.   The Board received and noted the update from the OfS monitoring group.

24. Portfolio Development Group update

24.1.   The Board received and noted the Portfolio Development report.

ANY OTHER BUSINESS

25. Pete Whittard

25.1.   It was announced that PW is formally stepping down from the Corporate Board, with this meeting being his last. The CE will work with the Chair on any requirement for new membership, though with HC and JDC recent additions it was felt by the Board that this should be sufficient and aligned to governance framework.

25.2.   PW was thanked by the Board for his contributions to the Institution and the Board.

26. Date of next meeting

26.1.   The date of the next meeting is scheduled for Thursday 17 October 2024.

27. The Chair thanked Members of the Board and closed the meeting.

The meeting concluded at 12:55

Matters arising from the Corporate Board meeting on 18 July 2024

Point	Board	Action to be taken	Target date	Action by	Success indicators	Report to	Date completed	Status and Evaluation
1.	CB-X03 23/24 / CB03 23/24	Chief Executive to review the senior governance structure and present to the October meeting.	October 2024	SD/PK	Paper presented.	CB		**Ongoing.** Will be presented in October.
2.	CB03 23/24	Executive Committee to consider actions from the NED and staff meeting and report back to the July Board.	July 2024	SD	Paper received	ExCo		**Ongoing.** To be discussed at August ExCo.
3.	CB03 23/24	Chief Executive to liaise with Head of HR to undertake a review of Board CPD.	October 2024	SD	Review undertaken	CB		**Ongoing.** Due October
4.	CB04 23/24	Student Voice Working group to be established to develop a recommendation for the operational management of the Students' Union and ICMP Management Ltd, considering the NUS constitution guidelines for implementation in 2025/26.	October 2024	TH	Group established	CB		**New Action**
5.	CB04 23/24	Student Voice Working group to develop a proposal for the structure of Student Representation across ICMP Management Ltd for implementation in 2025/26.	January 2024	TH	Proposal presented	CB		**New Action**
6.	CB04 23/24	Executive Committee to oversee the development of a comprehensive training plan for incoming ICMP student officers.	October 2024	TH	Comprehensive induction plan	ExCo		**New Action**
7.	CB04 23/24	Executive Committee to review the actions from the Corporate and	October 2024	SD	Actions reviewed and update provided	ExCo		**New Action**

		Academic Board externals meeting and provide an update on progress at the next meeting.						
8.	CB04 23/24	Corporate and Academic Board externals concerns around the HR implications of the merger and unintended loss of people to be added to the Risk Register.	October 2024	SD	Risk Register updated	CB		New Action
9.	CB04 23/24	Audit Committee to incorporate SAE UK identified risks into the ICMP Management Ltd Strategic Risk Register.	October 2024	MD/JM	Risk Register updated	AuCo		New Action
10.	CB-4 23/24	Analysis of latest student outcome and experience metrics (i.e. B3, TEF, AP) to be provided at the next meeting.	October 2024	TH	Analysis provided	CB		New Action
11.	CB04 23/24	Chief Executive to agree the KPI for retention and make a recommendation to Board.	October 2024	SD	KPI presented	CB		New Action
12.	CB04 23/24	Chief Executive to establish a clear format and reporting schedule received by the Corporate Board with clear presentation of trend data.	October 2024	SD	Reporting schedule received	CB		New Action
13.	CB04 23/24	SAE UK continuation data to be shared with the Corporate Board.	October 2024	SD	Data received	CB		New Action
14.	CB04 23/24	Servicing Officer to update schedule of business to include EDIC and NED meeting.	October 2024	SJ	Schedule of business updated	CB		New Action
15.	CB04 23/24	Executive Committee to undertake further discovery on options 1, 2 and 6 of the presented student accommodation proposal, scalable across both brands and report back.	January 2024	SD	Discovery undertaken	ExCo		New Action

16.	CB04 23/24	Executive Committee to review the terms of reference and membership of the ICT Steering Group.	October 2024	SD	ICT Steering Group re-established	ExCo		New Action
17.	CB04 23/24	Committee Effectiveness actions to be transferred to the chief executive for consideration as part of the terms of reference update.	October 2024	SD	Committee effectiveness actions considered	CB		New Action
18.	CB04 23/24	Skills Matrix Audit to be undertaken.	October 2024	MD	Skills matrix audit undertaken	CB		New Action
19.	CB04 23/24	Servicing Officer to update schedule of business to bring DAPs variation project above the line.	October 2024	SJ	Schedule of business updated	CB		New Action