

CONFIRMED

**MINUTES OF THE CORPORATE BOARD MEETING HELD ON 25 APRIL 2024
0930, ICMP BOARD ROOM, KILBURN.**



The Institute
of Contemporary
Music Performance

PRESENT

CORPORATE BOARD MEMBERS

Chair (David Baker, DB)
Chief Executive (Steffan Davies, SD)
Senior Non-Executive Director (Martin Day, MD)
Executive Director and Principal (Tony Harris, TH)
Marketing Director (Joanne King, JK)
Executive Director (Paul Kirkham, PK)
Finance Director (Jenny Marzano, JM)
Non-Executive Director (Ann Mroz, AM)
Business Development Director (Pete Whittard, PW)

IN ATTENDANCE

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

IN ATTENDANCE [PART OF THE MEETING ONLY]

Student President (Gus Mena-Granchelli, GMG)
Student Engagement Officer (Karl Mak, KM)

APOLOGIES

None

GMG and KM joined the meeting

Session with the Student Presidents

- 1.1. The Chair welcomed the Student President (GMG) and Student Engagement Officer (KM) to the meeting and introduced the session.
- 1.2. The Chair congratulated the Student President on re-election.
- 1.3. The Student Officers and ICMP Board reviewed the actions from the previous meeting.
 - 1.3.1. It was noted that ICMP has submitted an application to affiliate with NUS and NUS Charity. It was further noted that the request will be reviewed in May and a decision will be made and communicated.
 - 1.3.2. ICMP's Academic Registrar has contacted OfS for guidance on whether this would implicate the F3 Notice: Information on Students' Unions. Still awaiting a response.
 - 1.3.3. It was noted that plans for the Café will be considered over the summer with a plan to launch in September 2024. Board supported this plan.
 - 1.3.4. It was noted that, with the exception of a few individual issues that have been resolved directly with students, the general student body understood and were supportive of the Siso booking system.
- 1.4. New business. The Student President noted that induction and training is important as preparation begins for the newly elected student officers. It was noted that there are two continuing students this year which will strengthen the handover and induction.

1.5. It was noted that the Student Assembly is still in draft stage.

1.7. It was noted that students are curious about the merger and are waiting for updates. It was agreed that the Principal will attend the next Student Senate.

1.8. The Board provided clarity to students that the ICMP and SAE brands will continue. It was noted that work is underway to consider how student representation might like across the merged institutions.

GMG 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 Steffan Davies as the new Chief Executive.

1.3. The Chair thanked Paul Kirkham for his leadership as outgoing Chief Executive and welcomed him in his new role as Executive Director.

1.4. There were no noted apologies.

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 January 2024 were received and **approved**, subject to some minor corrections.

2.2. The redacted minutes of the meeting held on 25 January 2024 were received and **approved**.

DECISION: The minutes were approved as a correct record of the meeting on 25 January 2024.

DECISION: The redacted version of the minutes was approved for publication.

2.3. NED and staff meeting

2.3.1. The Board received a summary from the NED and staff meeting held after the meeting on 25 January 2024. The Board discussed the actions raised and requested that ExCo consider the actions and update at the next meeting.

ACTION: Executive Committee to consider actions from the NED and staff meeting and report back to the July Board.

2.3.2. The Board noted that the rescheduled NED and Academic Board external member meeting had taken place since the previous meeting. The notes will be shared with Corporate Board for information.

ACTION: Corporate Board to receive NED / Academic External meeting notes.

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 January 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	CB		Ongoing. An option was presented to ExCo but significant liability. Board were updated on the details. Noted that more discovery needs to be undertaken and paper to be presented in July.
2.	CB01 23/24	Principal to coordinate a meeting with the Student Officers to discuss previous work on establishing a Student Union.	Jan 2024	TH	Meeting scheduled	CB	April 2024	Complete. Application to NUS in progress
3.	CB01 23/24	Director of Marketing to coordinate a meeting between the events team, Student Engagement Officer and Student Vice-President to discuss the process for organising events.	Jan 2024	JK	Meeting scheduled	CB	April 2024	Complete. Meeting had.
4.	CB01 23/24	Director of Marketing to coordinate a meeting between the events team, marketing and Student Officers to discuss student communications.	Jan 2024	JK	Meeting scheduled	CB	April 2024.	Complete. Meeting had.
5.	CB02 23/24	Servicing Officer to add Student Union as a standing item on the agenda.	April 2024	SJ	Item added to agenda	CB	April 2024	Complete. Student Union added to the agenda.

6.	CB02 23/24	Principal to coordinate the messaging and guidance to students on the new booking system, Siso.	Feb 2024	TH	Messaging and guidance communicated	ExCo	April 2024	Complete
7.	CB02 23/24	Update on the café to be provided at the next Board meeting.	April 2024	PK	Update provided	CB	April 2024.	Complete. Head of Facilities provided a verbal update in the Student Officer meeting.
8.	CB02 23/24	Principal to prepare and present degree outcome trend data.	April 2024	TH	Data presented	CB	April 2024	Complete. Paper submitted.
9.	CB02 23/24	Servicing Officer to update the NED engagement plan and re-circulate.	Feb 2024	SJ	Plan updated and circulated	CB	April 2024	Complete. Updated.
10.	CB02 23/24	Chief Executive to review and update the board appraisals action table	April 2024	PK	Action table reviewed and updated	CB	April 2024	Complete. Paper submitted.
11.	CB-X03 23/24	Chief Executive to consider the process is in line with the Company's Articles and governance processes and whether a probationary period is appropriate for the appointment of the new chief executive	April 2024	PK	Consider process and report back	CB	April 2024	Complete. See 2.4.2 below.
12.	CB-X03 23/24	Chief Executive to coordinate proposal to extend SNED tenure by 1 year with RNGC	April 2024	PK	SNED tenure extended	CB	April 2024	Complete. This proposal has been agreed unanimously by Corporate Board members and will be formally ratified at the next meeting of the RNGC in May.
13.	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		Ongoing.

14.	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		Ongoing.
15.	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. PK advised that he would now lead a review into governance at ICMP following the merger, covering Corporate Board composition, membership, skills matrix and sub committees. To be reported back in October 2024.

2.4.2. It was noted that this process is the same under both the previous (pre-acquisition) and new Articles of the company. The Chief Executive can be appointed either by shareholder resolution or by a decision of the directors. PK confirms that the company's shareholder (ADE) has approved the appointment of Steffan Davies as Director and Chief Executive, which has now been endorsed unanimously by members of the Corporate Board. Additionally, a 6-month Probation Period has been agreed in line with current HR policy at ICMP.

3. Chair's Action Report

- 3.1. The Board noted that the extraordinary Board meeting held on 22 March 2024 has been added to the Corporate Board Sharepoint site. These minutes were approved via correspondence.
- 3.2. The Board noted that the appointment of a new Chief Executive was approved by the Board, effective 01 April 2024. Job description and remuneration subject to RNGPC approval.
- 3.3. The Board noted that Executive Director, PK, job description and remuneration was subject to RNGPC approval.

ITEMS FOR APPROVAL

- 4. There were no items for approval.

ITEMS FOR DISCUSSION

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

- 5.1. The Board received and discussed the Chief Executive Report with the Chief Executive providing a headline summary.

[REDACTED]

- 5.7. The Marketing Presentation was made by the Marketing Director.

[REDACTED]

5.8. **The Finance Presentation was made by the Finance Director.**

[REDACTED]

ACTION: Associate Dean Student Engagement to present at the July meeting.

6. Strategic Risk Report inc. Student Protection Plan

6.1. 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.

[REDACTED]

7. Institutional Health Data

- 7.1. The Board noted that there had been no update to the data since the last meeting so no report to be received. The publication of the OfS metrics have been delayed due to delays with HESA's student data collection.
- 7.2. The Principal presented the *degree outcome trend data report*. It was noted that this is the first cohort through ICMP's degree awarding powers.
- 7.3. The number of first class degrees awarded was slightly below previous years (under University of East London awarding powers). This assured the Board that there doesn't appear to be any evidence of grade inflation.

8. Review of Code of Governance and Strategy

8.1. The Board received and discussed the Code of Governance and Strategy. The Board discussed and agreed the 5 recommendations.

8.1.1. **Outstanding actions:** It was noted that there are several outstanding actions from the external review, and these will be considered as part of the review of the governance structure – a workstream of the integration project.

8.1.2. **Full review of the senior governance structure:** This will be undertaken by the Chief Executive and is being considered as part of the workstream as noted above. Recommendation to be submitted to October Board meeting.

ACTION: Chief Executive to review the senior governance structure and present to the October meeting.

8.1.3. **Review of Terms of Reference and membership:** As above. It was noted that revised TORs need to be submitted to RNGPC for sign-off. It was also recommended that the committee effectiveness process is reviewed.

8.1.4. **Balance between Executive and non-executive (independent):** to be discussed.

8.1.5. **Develop a new governance strategy:** to be developed.

8.2. The Board **agreed** to temporary suspend Audit Committee until the governance structure is agreed. The Board also **agreed** to suspend the internal audit processes for this period.

9. Review of Board Composition inc. Skills

9.1. The Board discussed the proposed Board composition post-merge. The Board supported the appointments of two additional members subject to RNGPC approval.

9.2. The Board discussed the skills matrix audit. The Board agreed the minor amendments to the descriptors. Following this update, RNGPC will undertake a skills matrix audit before the next meeting.

ACTION: RNGPC to undertake skills matrix audit.

9.3. The Board discussed CPD for members. It was noted that previous the Head of HR undertook a review. It was recommended that the Head of HR undertake a further review of Board CPD in light of the merge and Board composition.

ACTION: Chief Executive to liaise with Head of HR to undertake a review of Board CPD.

10. Board member CV update

10.1. Board members were asked to check and review their biographies on the website. Amendments should be submitted to the Marketing Director.

ACTION: Board members to check and review biographies on website. Amendments to be submitted to the Marketing Director.

11. Fit and proper test declarations

11.1. Board members were asked to confirm their fit and proper test declarations.

ACTION: Chief Executive to circulate Fit and proper test declarations to Board members.

12. Awayday

12.1. The Chief Executive presented the proposed plan for the awayday. Board members agreed to an offsite day in London to discuss the Strategic Plan. It was suggested to include an external speaker from AD Education.

12.2. The Chief Executive to coordinate date and circulate a draft agenda.

ACTION: Chief Executive to propose date and circulate draft agenda.

13. ADE Integration Team update

- 13.1.1. The Board received and discussed the report.
- 13.1.2. The Board noted that the integration updates are clear and well-managed. It was noted that the integration group meets weekly with an extensive workflow and well-managed action plan.

ITEMS FOR INFORMATION

14. Subcommittee Business

- 14.1. The Board received and noted the Executive Committee report and minutes.
- 14.2. The Board received and noted the Academic Board report and minutes.
- 14.3. The Board noted that there were no updated AuCo or RNGPC meetings held since the last meeting.

15. Safeguarding and Prevent quarterly monitoring report

- 15.1. The Board received and noted the Safeguarding and Prevent monitoring report.

16. Quarterly Quality Report

- 16.1. There were no items to note however Board were informed that post-merge this report should include updates on the validated arrangements with University of Hertfordshire.

17. DAPs Project Group update report

- 17.1. Board noted that the project group had been re-established to prepare for the variation of powers. The Board received a verbal update on process and timelines.

18. OfS compliance quarterly report

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

19. Portfolio Development Group update

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

20. Equality and Diversity review

- 20.1. The Board received and noted the Equality and Diversity update.

21. Committee Effectiveness Review

- 21.1. The Board noted that this would be received at the next meeting.

Action: Servicing Officer to include Committee Effectiveness on the July agenda.

22. Board Appraisal

- 22.1. The Board received and noted the updated Board appraisal action table.

ANY OTHER BUSINESS

- 23. There were no items of any other business.

24. Date of next meeting

24.1. The date of the next meeting is Thursday, 18 July 2024. Servicing Officer and Chief Executive to explore the possibility of holding the meeting at SAE, London Campus.

Action: Servicing Officer and Chief Executive to make arrangements for the Board to meet at SAE, London.

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

The meeting concluded at 13:00

Redacted

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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		Ongoing.
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.
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		New Action
6.	CB03 23/24	Corporate Board to receive NED / Academic External meeting notes.	July 2024	TH	Paper received	CB		New Action
7.	CB03 23/24	Associate Dean Student Engagement to present at the July meeting	July 2024	TH	Presentation	CB		New Action
8.	CB03 23/24	Chief Executive to review the senior governance structure and present to the October meeting.	October 2024	SD	Paper presented	CB		New Action
9.	CB03 23/24	RNGPC to undertake skills matrix audit.	June 2024	MD	Skills matrix audit completed	CB		New Action

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		New Action
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		New Action
12.	CB03 23/24	Chief Executive to circulate Fit and proper test declarations to Board members.	July 2024	SD	Declarations circulated	CB		New Action
13.	CB03 23/24	Chief Executive to propose date and circulate draft agenda.	May 2024	SD	Date agreed and agenda circulated	CB		New Action
14.	CB03 23/24	Servicing Officer to include Committee Effectiveness on the July agenda.	July 2024	SJ	Agenda item included	CB		New Action
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		New Action

Redacted