

COU.23/24:41

Meeting:	Council OGM
Date:	Monday 18 th March 2024 - 6.00pm
Venue:	Conference Room, Bedford Square & Via Zoom

PRESENT	Catherine du Toit (CduT)	President & Chair
	Ravin Ponniah (RP)	Vice-President
	Trevor Bolton (TB)	
	Sara Biscaya (SB)	
Via Zoom	Jonathan Brierley (JB)	
Via Zoom	David Dernie (DD)	
	David Edgerton (DE)	
	Susannah Hagan (SH)	
	Steve Mertz (SM)	
	Joel Newman (JN)	
Via Zoom	Gayatri Salkar (GSa)	
	George Sawtell (GS)	
	Ingrid Schroder (IS)	School Director
	Ben Stirling (BS)	
	Nick Viner (NV)	
IN ATTENDANCE		
	Belinda Flaherty (BF)	Registrar
For agenda item AOB	Ryan Dillon (RD)	Head of Communications
	Rob Scully (RS)	Head of Finance
	Louise Wilkins (LW)	Company Secretary
	Amanda Vidler (AV)	Assistant to Company Secretary
	Simine Marine (SM)	Observer

1. Welcome and Apologise

CduT welcomed all members of Council and all other attendees to the meeting.

Apologies had been received from Trevor Morriss and Madeleine Rohan. Three members of Council joined the meeting via Zoom. CduT asked that the Council focus discussion on strategy, risk and the website approval.

CduT confirmed that Simine Marine will replace Joel as the staff members of Council from 19 March 2024, and Madeleine Rohan has confirmed her resignation from Council for personal reasons. LW to ensure Company House and Charity Commission records are updated. **ACTION**

CduT invited Council to declare any new conflicts of interest. None were declared.

2. Minutes and Action Points

The minutes of the Council OGM meeting held on 20th November 2023 were approved.

Actions completed, or addressed in this meeting. Actions not addressed elsewhere are:-

- A2 - Membership information will come in a new format when next received in 2024.
- A9 – Draft Freedom of Speech Code of Practice will come to Council by June 2024.

3. School Director's Report

Strategy – Objectives and Key Results

Paper COU.23/24:29 was received by Council. The paper covered the key areas:-

Strategic Development

Operations (Securing the AA's future) - Broader long term aims

Infrastructure (Enabling Access)

Impact (Enhancing Community and Building Community)

Research & Programmes

A discussion was held on the paper with questions around the development since the last meeting and what objectives were considered the most challenging. IS considered the most challenging to the strategy to be the funding and investment that will be required. IS will begin development of international hubs through travel starting in Hong Kong on 22 March with the aim to retain and reinvigorate the membership. IS noted that the Accelerate programme had also brought some small successes and that greater visibility of the AA would bring more applicants. Council asked what they could do to support and IS suggested likely to be around fundraising in terms of funding for projects such as the library renovation. The first step is to re-engage with membership and the quick wins identified from IS travels. Council asked about concerns from other universities around falling international student applicants but IS confirmed the AA had increased undergraduate numbers but post-graduate were down, especially on the 12 month courses, although not huge drops.

Council thought research was important for attracting new areas of funding and enabling the ability to invest in new technologies and subjects. Council also noted the need to recognise it is not up to date with how its estate is managed which can also be supported through fundraising. IS noted that the recruited for the Development Officer role would start in May 2024 and this will be significant for the fundraising opportunities.

In terms of the financing it was recognised there is a need for further work so that Council can assess what is on target and what is not, and that a RAG rating might be a useful tool. It was noted that bursaries are a long-term commitment so an analysis of this would be required.

A discussion was held on how the I-DAP application was an opportunity to reflect on policies and procedures which overall would support the strategy. Council noted that one of the initial recommendations coming from the external advisor on I-DAP is that there is a need for more resource around quality assurance and potential need for more investment in infrastructure. It was noted that this all relates to financial planning and where the AA is leading, or behind compared to comparable institutions.

Overall the paper was welcomed and the feedback positive. IS agreed to reflect on the feedback received on the strategy Objectives and Key Results as keep it evolving for the future, and will discuss with CduT the areas of the strategic plan that Council members can most helpfully support. **ACTION**

4. Academic Governance

Academic Board Report

Council received the paper COU.23/24:30.

Council noted that the AA had not been in contact as yet with the OfS about the application but a contact person would be appointed by the OfS once the application is made.

I-TDAP Update

Council received the paper COU.23/24:31.

Council raised concerns about the high number of actions due in June/July which it was recognised is already a busy period. IS agreed that the timeframe was originally created for a summer application, and will review ensuring there is not risk to the process. LW noted that the En Bloc papers contained an updated on the internal Corporate Governance Review. The chair of DAC raised concerned that the communications about I-TDAP outside of DAC meetings has fallen away and it would be beneficial to have this re-established with a need to tighten up the involvement of the Degree Awarding Committee (DAC). IS agreed that areas of responsibilities need to be clarified as management/governance issue have been flagged as part of the review. LW noted that DAC's Terms of Reference will be looked at alongside Academic Governance structure review. LW and IS to liaise with the chair of DAC to ensure more regular communications regarding I-TDAP application updates. **ACTION**

5. Corporate Governance/Compliance/Committee Reporting

Council Effectiveness

LW clarified that this is an ongoing and a developing area of work, and that should be viewed as business improvement rather than a full governance effective review. Key is to identify any remaining gaps from the actions agreed as part of the critical self-assessment report to the QAA in 2018. A formal external review will form part of a governance effectiveness review framework in the future but upon reflection this was not considered appropriate at this stage, as areas that needed immediate work were evident from internal review.

Part of this work has been to formally establish the annual review of members of Council. CdT confirmed the themes from the feedback about what member of Council enjoyed about their participation were given as:

- Giving something back
- Supporting SMT
- Working on projects
- Good to meet staff and students at informal events

What was less enjoyable feedback was given as:

- Overpacked agendas in tight timeframe

- Lack of information between committees
- Gaps between meetings
- Politics of operational vs. governance
- Questions around how to be more effective and ensure meeting discipline

Contribution members of Council felt they were able to make:

- Open communication/more inclusivity at meetings
- Asking questions – attention to detail
- Taking role seriously

Outside of Council

- Going to events/lectures – learning culture
- Induction – how to be properly inducted if not part of your job

Training/development needs:

Council noted that consideration should be given to specific training for Chairs and handovers being carried out as Chairs rotate.

Suggestions that had been received included:

- more informal gatherings
- working on developing revenue streams
- developing contacts in politics and the media
- more focus on member skills and succession planning

Feedback provided for the AA President included:

- Positive support
- Setting the right tone and being an advocate for the AA
- Need for clarity on topics/decisions in discussions
- Avoid allowing Council to stray into operational areas

SH agreed that a regular Chairs meeting would be very useful. LW confirmed she would consider how to improve communications between meetings maybe with a newsletter from IS, the holding regular Chairs meeting and training.

Nominations & Remuneration Committee Report

Council received the paper COU.23/24:24 being the revision of the Standing Order for Trustee Appointment Process. The key changes are in respect of removing the detail on the role of the Nominations Committee, including more detail on recruitment and interview process, and specifying that a term is up to 3 years, not only for 3 years. There is a new provision for the process should a trustee be disqualified.

Council agreed to hold a discussion on the additional term that a President or Vice-President might be permitted to serve when elected, even if members is limited to 6 years. A discussion would be held at a future meeting. **ACTION**

Council agreed to adopt the revised Standing Order subject to final editorial amendments. It was confirmed the intranet and website to be updated, with revised Standing Order for Trustee

Appointment Process, and revocation of the “Council Code of Conduct” and “Council’s Statement of Responsibilities” **ACTION**

Updating Council’s Code of Conduct and Statement of Responsibilities COU.23/24:34A

Council received the paper COU.23/24:34A and Council agreed the following resolutions:-

1. Council revokes of the Standing Order adopted in May 2017 called the “Council Code of Conduct”;
2. Council agree to revoke the Statement of Responsibilities;
3. Council direct that the role profile be made available to the members of the AA via the AA intranet, or similar;
4. The Council confirm that the “AA Code of Behavioural Expectations” that applies to staff and students, applies to Council members.

CduT advised the recruitment of a practising architect has been successful with a large response with 150 emails expressing interest, and almost 70 applications. 12 were shortlisted for interview with 5 being put forward for election. The ballot will run from the 27th March for three weeks and each candidate has provided a statement for their candidacy.

CduT confirmed that Madeline Rohan would be stepping down from Council, and offered Council’s thanks for all her contributions. This was Joel Newman’s (JN) las meeting, and Council offered their thanks for all his work over the last 6 years. Simine Marine (observing) is taking over as Staff member from 19th March 2024.

Degree Awarding Committee (Oversight)

Council received the paper COU.23/24:35, being the report of the Chair of the Committee and noted that the discussion about IDAP had occurred earlier in the meeting.

Estates & Infrastructure Committee

Council received the paper COU.23/24:36 being the report of the Chair of the Committee.

A question was raised about VAT on the lecture hall costs and it was confirmed that this has been reviewed and resolved by the Finance and Audit Committee.

Finance & Audit Committee

Council received the paper COU.23/24:37 being the report of the Chair of the Committee.

Risk Management Policy and Framework (COU.23/24:38)

Council received the paper COU.23/24:38 being a new risk management policy and framework. Council asked about the terminology for risk appetite and whether might be more accessible, LW confirmed this reflected best practice and was confirmed by another Council member to be a common approach in such a policy.

Council adopted the new Risk Management Policy and Framework as set out in COU.23/24:38 noting that it would be kept under review and consideration given in future to its usability (and language) once embedded into way of working of the Council.

Management Accounts (FIN.23/24:25)

Council received the Management Accounts noting they were for information only.

Additional Item - Council resolved to go into a closed session for confidential business to end of the meeting.

6. Risk and Assurance (Closed Session)

Council met in closed session, CduT asked if members of the Council were content for Simine Marine to observe as would join Council on 19th March 2024 and for RS and BF to remain. All agreed.

Risk Register

Council received the paper COU.23/24:32 with the updated corporate risk register following its review by the Finance & Audit Committee in February 2024.

Council advised that there should be consideration of an additional category around financial risks such as fraud, and misappropriation, rather than being included within the “legal and regulatory compliance risk”. It was also noted that the CMA title is incorrect in the risk register and needs revision. **ACTION**

A discussion was held on the compliance risk around visa licensing which had been the subject an internal audit recently with recommendations to be completed. Once those recommendations had been completed consideration would be given as to whether the risk or the risk score needed to be revised.

Update on Labour’s proposed change to VAT charges on private school fees

Council received the paper COU.23/24:33.

A discussion was held on possible routes to political connections such as Proudfoot and the need to set the AA apart from independent schools in any discussions or approaches. Council agreed that IS should make contact with the independent HE Group to see what work they were undertaking to engage with Labour on their proposed policy to charge VAT on school fees.

ACTION

Council considered whether there should be modelling of the scenarios where VAT would be incurred and/or recovered and the rate. RS confirmed that the AA could recover some VAT and about a third of items would be eligible items. NV suggested that fees should be advertised minus VAT. RS agreed to carry out a high-level exercise on where the School could recover VAT if had to pay/charge it. **ACTION**

LW confirmed Council would be kept informed of developments via the Finance & Audit Committee.

7. En Bloc Items

Council received the paper Corporate Governance Review - COU.23/24:39

8. AOB

Council had received a late paper on the request to approve the spend on the development of a new website, noting that Council had been encouraged to ask questions ahead of the meeting. IS noted that the current website is not fit for purpose, and not a good shop window for the AA nor does it make accessibility to policy and procedures easy. A tender has been completed and three developers shortlisted, with an encouraging response that the project could be achieved in a six-month schedule.

Council held a conversation around the need for a new website, its interaction with the intranet, navigation and the School's booking system. It was also noted that the intranet needs to ensure there are security protected areas for confidential items.

It was suggested that references from recent clients of the developers should be sought and a phased testing by users within the School would take place before public launch. Support after launch will also be discussed as part of any agreed contract.

CduT asked how this spend fits with the CAPEX spend in the 5-year plan. RS noted the cost would be capitalised and the cash for this comes from the surplus. The CAPEX plan was discussed at Finance & Audit Committee and a fleshed out capital plan will be taken to the May meeting of the Committee and will include 5-year projections work to ensure reserve thresholds are not going to be breached.

Council approved the website spend as set out in the paper. LW noted the need to ensure the contract with developer is clear that all intellectual property for site address and website content remains with the AA. **ACTION**

CduT thanked Joel Newman for his contributions to Council over the last few years. Thanks, was also given to Madeleine Rohan for her many contributions including on the Nominations Committee.

As there was no other business the meeting concluded at 20.11hrs.

Outstanding Actions from previous AA Council meeting on 9 October 2023

	Action	Owner	Due Date
A2	Detail on reasoning for applications and relationship with the School to be included within the membership list	Alex Lorente	July 2024
A9	Freedom of Speech code of practice to be drafted	LW	June 2024

Action arising from AA Council meeting on 18 March 2024

	Action	Owner	Due Date
A1	Company House and Charity Commission records to be updated with new and resigning trustee information.	LW	Completed
A2	IS to discuss with CduT the areas of the strategic plan that Council members can most helpfully support	IS/CduT	3 June 2024
A3	Establish regular communication regarding I-TDAP application updates	LW/IS/SH	End April 2024
A4	Discussion on additional terms for President or Vice-President	LW	3 June 2024

A5	Update intranet with revised Standing Order for Trustee Appointment Process, and revocation of the "Council Code of Conduct" and "Council's Statement of Responsibilities"	LW	Completed
A6	Risk Register – Correction to the CMA references and in next revision consider a specific "financial" risks rather than incorporation within "legal and regulatory compliance risk"	LW	October 2024
A7	Contact Independent HE Group regarding the Labour policy on VAT on school fees	IS	May 2024
A8	Initial and high-level exercise on where the School could recover VAT if had to pay/charge it	RS	F&A Committee May 2024
A9	Contract with website developer to be checked that it is clear all IP from the website stays with the AA	LW	Completed

Chair 

Date: 3rd June 2024