



NCHNL Board Meeting

15 October 2019

MINUTES

1. Attendance and apologies

1.1. Attendance:

Darren Campili (DC)

Rob Farquharson (COO, Secretary)

Dr Kenneth Henderson (KH) – by phone

Prof A C Grayling (Master)

Ralph Martin (RM, Chair)

Thomas Nedell (TN) – by phone

Dr Deanna Raineri (DR, Vice Chair) – by phone

Patricia Wood (PW)

Martin Smith (ED, Observer)

1.2. Notice of meeting:

1.2.1. Notice of this meeting had been given to all Governors

1.2.2. All the Governors present confirmed that they had no personal interests to disclose matters to be transacted in the meeting in accordance with sections 177 or 182 of the 2006 Act and the Company's articles of association

1.2.3. Pursuant to section 175 of the 2006 Act, the Governors noted that the Chair, Vice Chair, TN, KH and PW, were appointed as Governors by Northeastern University, which is the proposed recipient of further shares in the Company and a party to the proposed deed of grant to NCHNL under the Northeastern Financing part of the agenda. The Governors having considered the potential conflict of duties, it was noted that this may be regarded as

giving rise to a conflict. The remaining Governors each verbally declared that they had no conflict or potential conflict of interest in respect of the items on the agenda

- 1.2.4. The meeting was quorate for both sections of the meeting those concerned with Northeastern Financing and the rest of the meeting with the Chair chairing the meeting apart from the Northeastern Financing when a non-conflicted Governor would chair the meeting.
2. Minutes of last meeting
 - 2.1. The previous minutes from the 24 July 2019 were **APPROVED.**
3. Matters Arising
 - 3.1. The matters arising from the previous Board meeting were all reported as complete.
4. Chairs Action
 - 4.1. There were no Chairs actions to report
5. Master's Update.
 - 5.1. The Master updated the Board on academic matters.
 - 5.2. The NSS update document, the list of academic faculty and the Quality update were reviewed and discussed with no question arising.
 - 5.3. He reported on the freshers week that had gone well and that the quality of the NCH first years appeared to be high as he had tea with all of them in the first few weeks of term.
 - 5.4. He reported that he was happy with the progression of the NU students in London and that the academic and operational teams were working closely with colleagues in Boston to manage these important programmes.
 - 5.5. He updated the Board that Naomi Goulder was pregnant so plans would be put in place to cover her maternity period as she was a key part of the academic set up.
 - 5.6. He went on lastly to report no major Faculty issues and there were no negative student experience issues to highlight.
6. COO Update
 - 6.1. The COO started with a financial update;
 - 6.1.1. The draft accounts for NCHNL and NCHL and audit finding report were reviewed.

6.1.2. PW asked about how the audit proves will have reviewed internal controls. COO explained the field work undertaken and how that did review the adequateness of the financial controls.

6.1.3. The draft accounts were **APPROVED** with minor changes allowed.

ACTION: Master to sign final accounts and COO to ensure they are filed as required

6.2. The COO then went on to cover the July and August management accounts. The management dashboard was on the front of the excel file shared with the Governors on which the COO invited comments. There were no questions or comments on the management accounts.

6.3. Redacted - restricted information

6.4. The COO then provided a facilities update on the longer terms plans for a new larger building.

6.4.1. The change of use application for Boston House had been submitted

6.4.2. Costings on fit out and overall cost of ownership being done looking at Boston House and other options

6.4.3. Other options were still be investigated, including short term solutions.

6.5. Redacted - restricted information

6.6. The COO then covered the regulatory area;

6.6.1. The draft Prevent submission was reviewed. IT was RESOLVED that this submission be APPROVED with minor changes allowed prior to it be sent to the Home Office.

6.6.2. The paper on the CBLC was reviewed. IT was RESOLVED that the CBLC should be dissolved.

ACTION: COO to effect dissolution of CBLC.

6.6.3. It was noted that Dr Barnes had stepped down from the Board in August and that a replacement for her was being pursued but as yet there was no candidate to propose to the Board.

6.6.4. The appointment of a Student Governor was still being examined.

- 6.7. Lastly the COO tabled the revised risk register which was reviewed and APPROVED.
7. Audit Committee
 - 7.1. PN then convened the audit committee
 - 7.1.1. It was RESOLVED that the audit process recently undertaken was effective and that the appointment of an auditor for the next audit would be taken at the July Board.
 - 7.1.2. The risk register had been reviewed and it was agreed that the risk management processes seemed fit for purpose
 - 7.1.3. Lastly the limited use of public funds was discussed and as per the discussions above the internal controls ensured that they were properly disposed of.
8. ED Update
 - 8.1. ED ran through the 2019 overview and 2020 plan documents sent to the Board. In relation to the 2019 enrolment figures it was agreed that the difference between forecast (as shared with the OfS) and actual enrolment need not be reported to the OfS as per ExCo's assessment.
 - 8.2. KH asked for supplementary pieces of information including yield/conversion rates at different parts of the recruitment funnel, the entry grades of the applicants/enrolled students and comparison information on entry requirements for key competitors.

ACTION: ED to provide recruitment and enrollment information to KH.
9. Post 2021 thinking
 - 9.1. There was not time left to discuss this item so a follow up discussion was to be arranged with KH/DR.

ACTION: COO to arrange follow up discussion.
10. Any other business.
 - 10.1. There being no other business the Chair declared the meeting closed.
11. Date of next meeting – 30 January 2020