



NCHNL Board Meeting

30 January 2020

MINUTES

1. Attendance and apologies

1.1. Attendance:

Darren Campili (DC)

Rob Farquharson (CEO, Secretary)

Dr Kenneth Henderson (KH)

Prof A C Grayling (Master)

Ralph Martin (RM, Chair)

Thomas Nedell (TN)

Dr Deanna Raineri (DR, Vice Chair)

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 15 October 2019 were **APPROVED.**
3. Matters Arising
 - 3.1. The matters arising from the previous Board meeting were all reported as complete save for fact that the accounts which will be filed on time. This is expected within the month.
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 Master started by talking about the new addition to the student welfare team at College who had joined as a Mental Health Adviser and that there was a project to assess how to provide support across all the programmes run in London. KH asked if we had been contacted about 'FIND' and suggested we contact Boston to discover more about it
 - 5.3. He reported that he was happy with the progression of the NU students in London this semester and that the academic and operational teams were working well with colleagues in Boston to manage these programmes and to plan for 2020/21.
 - 5.4. He reported that Academic Board were busy and that in anticipation of the award of TDAP that the revalidation of programmes was being progressed so that students could transfer across to NCH degrees as opposed to Solent / Swansea validated degrees. In addition, the academic oversight of programmes was ongoing and that the review of the apprenticeship documentation had been done in December.
 - 5.5. He went on lastly to report no major Faculty issues and there were no negative student experience issues to highlight.

6. CEO Update

6.1. The CEO started with a financial update;

6.1.1. Redacted – restricted information

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

6.3. Redacted – restricted information

6.4. The CEO then covered the regulatory area;

6.4.1. The appointment of a Student Governor was discussed and the potential issue of a student on a Tier 4 visa being elected as NCHSU president had been looked at with Eversheds to ensure that there would be no risk to the student or the College under the terms of the College current license which allowed volunteering but not voluntary work. The legal advice received was that if the student governor was a fully-fledged governor that posed a risk so the student representative should be an observer like the Executive Dean. IT was **AGREED** that the student governor would be appointed on that basis but this this would be reviewed to assess how that was going after 12 months.

ACTION: CEO to inform Head of Quality and Registrar and invite the student governor to the April Board.

6.4.2. The Master reported that he had contacted a possible person to become the replacement independent governor, but he was still trying to arrange a time for them to meet. One that had happened then a nominations committee could be convened.

6.4.3. The application to the ESFA had been submitted in December and the College was waiting for that to progress.

6.4.4. Further questions had been received from the Charity commission and a draft response had been submitted to the Board as part of the papers. That draft response to the Charity commission was **APPROVED**.

ACTION: CEO to ask Eversheds to respond to the Charity commission as per approved text

6.4.5. The CEO referred to the letters received from the OfS one of which was about the removal of our conditions of registration and the other about deadlines (which was it specific to the College). In reaction to the TDAP

process we were not being assessed for financial sustainability by the OfS and then the application proceeds to the DfE and the Privy Council. However, there was no definitive timeline and the Master added that he had written to the CEO of the OfS to try to expedite matters.

7. Audit Committee

7.1. PW then convened the Audit and Risk Committee

7.1.1. It was **RESOLVED** that the auditors be reappointed for the next audit and that a proposal be requested from them.

ACTION: CEO to inform auditors and ask for a proposal.

8. ED Update

8.1. ED presented the 2020 recruitment cycle and noted that the College was up 10-12% on applications compared to the same point in the previous cycle (post UCAS deadline).

8.2. Redacted – restricted information.

8.3. The ED reported that the new Director of Careers had started and had reviewed the current offering and was formulating a plan for that would then start to look at Northeastern’s Co-op system to see how it should be adapted for the UK market.

9. Any other business.

9.1. There being no other business the Chair declared the meeting closed.

10. Date of next meeting – 2 April 2020

MATTERS ARISING

15 OCTOBER 2019

Action Number	Action Item	Action Owner	Expected Completion Date	Progress/Update
1	Sign final version of audited accounts and file	Master / COO	End February	Accounts signed but not filed

2	Dissolve CBLC	COO		COMPLETED
4	Provide recruitment and enrolment information to KH	ED		COMPLETED
5	Arrange follow on meeting for post 2021 discussion	COO		COMPLETED

30 JANUARY 2020

Action Number	Action Item	Action Owner	Expected Completion Date	Progress/Update
1	Inform Head of Quality and Registrar and invite the student governor to the April Board	CEO	April	
2	Get Eversheds to reply to the Charity Commission	CEO	ASAP	
4	Reappoint Crowe as auditors and ask for letter of engagement	CEO	ASAP	