

**Decisions and Actions of the Ad-hoc Board meeting held electronically on 19 March 2021**

<b>Present</b>	Professor Paul O'Prey (Chair) Caroline Griffith (Trustee) Alison Richmond (Trustee) Mike McCart (Trustee) Professor Nigel Llewellyn (Deputy Chair & Trustee) – part meeting Francis Plowden (Deputy Chair & Trustee) David Seddon (Trustee) – part meeting	PoP CG AR MM NL FP DS
<b>Apologies</b>	Martin Ashley (Trustee)	MA
<b>In Attendance</b>	Alex Barron (Chief Executive) Francine Norris (Director of Education) Ian Graham (Director of Estates) Mark Harty (Director of Finance and Business Systems) Mark Ellul (Clerk to the Board) – part meeting	APB FN IG MH ME

	<u>Action/Decision</u>	<u>Summary</u>	<u>Lead</u>
1.0	Action	<b>Governance Review: Consideration of the Report and recommendations.</b>  It was agreed that the item would be carried forward to the Board meeting on 14 May 2021.	PoP
2.0	Action	<b>KLC School of Design</b>  The Heads of Terms relating to a formal agreement with KLC Limited had been signed on 12 March 2021. During detailed consideration of next steps, <b>the Board endorsed a programme of work necessary to effect KLC School of Design becoming a third school within West Dean College of Arts &amp; Conservation with effect from 1 August 2021.</b>	APB
3.0	Decision	<b>The Edward James Foundation Limited (EJF) and West Dean Limited Annual Report and Financial Statements</b>  The Annual Reports and Financial Statements had been carefully reviewed at the Finance and Audit Committee (F&AC) held on 22 February 2021 and were recommended to the Board for approval. During a broad discussion, the following matters were agreed:	MH
	Decision	<ul style="list-style-type: none"> <li>• <b>The going concern basis of accounting should be applied to the EJF and the West Dean Limited Financial Statements for the year ending 30 September 2020.</b></li> </ul>	PoP
	Decision	<ul style="list-style-type: none"> <li>• <b>Responsibility would be delegated to the Chair to sign the EJF and West Dean Limited Letters of Representation on behalf of the Board.</b></li> <li>• <b>Following the recommendation of the F&amp;AC, the Annual Reports and Financial Statements were approved.</b></li> </ul>	MH

4.0	Action	<p><b>Mercer: Trustee Investment Belief Survey</b></p> <p>Following the decision at the Board meeting on 12 February 2021, the members of the F&amp;AC had completed the Mercer Investment Belief survey. <b>The outcome would be discussed at the F&amp;AC on 23 April 2021 and recommended to the Board for consideration at the meeting on 9 July 2021.</b></p>	APB/MH
5.0	Action	<p><b>Internal Audit</b></p> <p>The need for a programme of internal audit had been highlighted in the Governance Review undertaken by the Clerk to the Board. <b>The matter would be considered for action at the F&amp;AC meeting on 23 April 2021.</b></p>	APB
6.0	Action	<p><b>Verbal update on the preparation of the Office for Students (OfS) Annual Financial return.</b></p> <p>The Director of Finance and Business Systems said that a financial workbook and comments required approval by the Board, prior to submission to the OfS by 7 May 2021. <b>It was agreed that the workbook and comments would be provided to the F&amp;AC for consideration at the meeting on 23 April 2021 and when approved, the documents would be circulated by email to the Trustees for comment, prior to submission.</b></p>	MH
7.0	Decision	<p><b>Critical Risk Register</b></p> <p><b>The Board approved the Critical Risk Register as it was presented.</b></p>	APB
	Action	<p><b>It was agreed that while the number of high risk items remained significant, the Critical Risk Register would be reviewed at the Board meeting on 9 July 2021 alongside the Risk Policy and external Risk Statement for context, and then at each subsequent quarterly Board meeting.</b></p>	
8.0	Action	<p><b>Covid-19 Operational Impact</b></p> <p>The Board reviewed the current operational impact of the Covid-19 pandemic. In addition to consideration of the impact on the delivery of College and Estate activities, there was broad discussion about the health, safety and wellbeing of students and staff. <b>It was agreed that a future Board Strategic Away Day would consider in more detail staff and student wellbeing, mental health and pastoral care.</b></p>	PoP