



Decisions and Actions of the Board meeting
held on Thursday 9 February 2023 at 9.30am at KLC School of Design (London Campus)

Present	Professor Paul O'Prey (Chair)	PoP
	Dr Ghazwa Alwani-Starr (Trustee)	GA-S
	Naomi Davenport (Trustee)	ND
	Caroline Griffith (Trustee)	CG
	Alison Richmond (Trustee)	AR
	Martin Ashley (Trustee)	MA
	Mike McCart (Trustee)	MM
	Professor Nigel Llewellyn (Deputy Chair & Trustee)	NL
	Francis Plowden (Deputy Chair & Trustee)	FP
In Attendance	Alex Barron (Chief Executive)	APB
	Francine Norris (Principal and Deputy Chief Executive)	FN
	Ian Graham (Director of Estates)	IG
	Mark Harty (Director of Finance and Business Systems)	MH

	<u>Action/Decision</u>	<u>Summary</u>	<u>Lead</u>
1.0		CHAIR'S WELCOME The Chair welcomed Dr Alwani-Starr and Ms Davenport to the first meeting since their appointment as Trustees.	
2.0		APOLOGIES FOR ABSENCE. No apologies had been received for the meeting.	
3.0		TO REVIEW TRUSTEES' INTERESTS The Trustees confirmed that they had no new interests to declare.	
4.0	Decision	MINUTES OF THE MEETING HELD ON 9 DECEMBER 2022 The minutes of the meeting were agreed to be a true and accurate representation of the proceedings and were signed as such.	PoP
5.0		CHIEF EXECUTIVE'S REPORT The Chief Executive had circulated a detailed report prior to the meeting. He delivered a presentation which highlighted the following matters which were not covered elsewhere on the agenda: <ul style="list-style-type: none"> a. The Brand project remained on schedule for a Spring 2023 launch. The final creative design had been positively received by staff who had been involved in a series of group sessions which culminated in a presentation at the staff meeting held on 8 February 2023. The Trustees emphasised the importance of 	

		<p>the on-going management of the brand design after it's roll-out and the Chief Executive stated that where staff were involved in creatively extending the design for specific, time-limited purposes it would be within strict brand guidelines.</p> <ul style="list-style-type: none"> b. The Principal and Deputy Chief Executive provided a verbal update for the 'Tradition/Innovation: Craft and Future Intangible Cultural Heritage' Conference which would be held at West Dean on 30 March 2023. Tickets had sold quickly and there was significant sector interest in the event. c. The Chief Executive outlined the ambitious student growth targets which were at the core of Vision 2023. He stated that while the acquisition of KLC School of Design, together with a new stream of online Short Course activity had resulted in swift and significant growth, the team was not complacent and continued to work to achieve future growth on multiple fronts. d. The Principal and Deputy Chief Executive provided an overview of student growth which highlighted the emerging trends and patterns for recruitment since the pandemic and noted the differing recruitment cycles across the portfolio. e. A decline in the interest in online courses since the height of the pandemic was acknowledged and that consideration had been given to updating the content of some longstanding courses. f. An overview of the final steps of the integration of KLC School of Design into the College was provided.. g. The Chief Executive provided an update of progress with the Campus Development Plan and stated that a meeting would be held on 15 February 2023 to scope project work to draft high-level design briefs (equivalent to RIBA Stage 1) for the major elements of phase 1. Construction work on cottage major refurbishment projects and the creation of additional student accommodation would be held in abeyance until the receipt of funds from the sale of residential properties at the periphery of the Estate. h. At the Staff meeting on 8 February 2023 the Chief Executive had provided an update about the recommendations of the Equality, Diversity and Inclusivity (EDI) Working Group regarding the use of pro-nouns in email signatures and the creation of more gender-neutral toilets on campus. 	
6.0		HEALTH AND SAFETY (H&S)	
6.1		<p>Health and Safety Report</p> <p>The Trustees acknowledged the Health and Safety Report that had been circulated prior to the meeting.</p>	
6.2		<p>To receive a verbal update on an insurance claim</p> <p>The Chief Executive and Director of Estates provided a verbal update for an ongoing insurance claim.</p>	

7.0		REPORTS FROM SUB-COMMITTEES AND WORKING GROUP	
7.1		Finance and Audit Committee (F&AC) Minutes of the meeting held on 19 January 2023 The minutes had been circulated prior to the meeting for information. The Chair of the Committee provided an update regarding the overdraft facility which had been approved at the meeting. The Chair of the Committee outlined the discussions that had taken place regarding the Strategic Cash Management Policy and recommended its approval to the Board for use as guidelines for the management of cash while acknowledging the covenants imposed by external lenders. During the ensuing broad discussion, the impact on annual income was acknowledged of the decision to adopt an investment strategy that moved investments to more sustainable funds and away from dividends to an annual draw-down. It was agreed that 3% of the investment valuation would be budgeted as an annual drawdown of funds to demonstrate the strategic intention.	
	Decision		APB
7.2		For approval: 2021/22 Accounts for The Edward James Foundation (EJF) Limited Group The Auditors had attended the F&AC meeting on 19 January 2023 to present their finding and the accounts had been carefully reviewed by the Committee, following which the accounts had been finalised in line with discussions and were now recommended for approval. During the meeting the Trustees had held a private session with the Auditors and no issues of concern had been raised. Following careful consideration of the Group accounts: <ul style="list-style-type: none"> a. The matters contained within the Moore Kingston Smith Post-Audit Management Report were acknowledged. b. It was agreed that EJF was operating as a going-concern. c. The EJF Annual Report and Group Financial Statements and Letter of Representation were approved for signature. d. The Board was content with the West Dean Limited accounts that had been approved by the Directors on 19 January 2023 and that the company was a going-concern. It was acknowledged that the West Dean Limited Annual Report and Financial Statements and Letter of Representation would be signed by the Directors after the meeting. The Chair thanked the Executive Leadership Team for finalising the Trustee Report and Accounts which had been a 'significant achievement.'	
	Decision		
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7.3		For approval: The Office for Students Annual Financial Return The Director of Finance and Business Systems provided an update on the preparation of the draft Annual Return. An audit of the process had been undertaken by Kingston City Group (KCG) who had confirmed that 'it is our opinion that the design of the control	

7.4	Action	<p>framework for the preparation of the Annual Financial Return provides substantial assurance that associated risks material to the achievement of the College's objectives are adequately managed and controlled.' The Board acknowledged the reassurance received from KCG which enabled them to provide meaningful approval for the document to be signed by the Chief Executive. It was agreed that electronic approval would be sought from Trustees once the document had been finalised, ahead of the final deadline for submission on 15 March 2023.</p> <p>Critical Risk Register (as presented to the F&AC on 19 January 2023.)</p> <p>The Critical Risk Register was routinely reviewed by the F&AC at each of its triannual meetings and was presented for its annual review by the Board. During the ensuing discussion the following points were highlighted:</p> <ol style="list-style-type: none"> There were no new risks to add to the register and the Board acknowledged that mitigation was in place for the existing risks which were categorised as either moderate or low risk. Following a brief discussion about cyber security and the presentation made to the F&AC on 19 January 2023, it was agreed that the Head of Technical Resources would attend the Board meeting on 7 December 2023 to provide an update. 	MH
7.5	Action	<p>The Trustees took at short break at 11.26am The meeting reconvened at 11.37am</p> <p>Estate Committee</p> <p>The minutes of the meeting held on 19 January 2023 had been circulated prior to the meeting.</p> <p>During a brief discussion, the following matters were considered:</p> <ol style="list-style-type: none"> The Agent responsible for the sale of the residential properties had attended the meeting to provide a verbal update. Subsequent discussions had been held with the Director of Estates and the outcome circulated to the members of the Estate Committee for information. In line with the previous Board decision to reduce commercial shooting on the Estate, the shoot tenancies had been renewed on 2 February 2023 with a 'daily bag' limited to 150 birds. In light of a recent national event at an Independent School where legally held firearms had been used for harm, the Director of Estates stated that EIJF did not own any guns or require employees to use them on their behalf. The Chief Executive provided an overview of the lease negotiations with the Living Museum which were nearing conclusion. 	APB
7.6	Decision	<p>For approval: Disposal of land adjacent to a residential property</p> <p>Following discussion at the Estate Committee and its subsequent recommendation to the Board, the disposal of land adjacent to a residential property on the Estate was agreed.</p>	IG
7.7		<p>Education Committee</p> <p>Minutes of the meeting held on 26 January 2023</p>	

7.8	Decision	<p>The minutes of the meeting had been circulated for information prior to the meeting.</p> <p>The Chair of the Committee provided a brief overview of the potential recipients for the 2023 Fellowship discussed at the meeting and the Board approved the Committee's recommendation that the Principal and Deputy Chief Executive would contact the proposed recipients to ascertain their interest and availability to attend the Graduation Days at either West Dean or the London campus.</p>	FN
	Action	<p>The Board acknowledged the Committee's support for the work of the Equality, Diversity and Inclusivity Working Group and their recommendation that timely consideration should be given to the extension of its legacy after its term ended.</p> <p>Verbal report on Scholar's Lunch</p> <p>The Chief Executive provided a brief overview of the Scholar's Lunch held on 30 January 2023 and thanked the Trustees who attended the event.</p> <p>Governance and Nominations Committee</p> <p>Formal re-appointment of Caroline Griffith for a third four-year term.</p>	AR
	Decision	<p>Further to the discussion held at the Board meeting on 9 December 2022, it was agreed that Mrs Griffith would be re-appointed for a third four-year term and that Professor Llewellyn and Mr Plowden would be reappointed at the relevant dates in 2023 without further discussion.</p>	PoP
7.9		<p>West Dean Limited</p> <p>The Board acknowledged the minutes of the West Dean Limited meeting held on 19 January 2023 which had been circulated prior to the meeting.</p>	
8.0		<p>ANY OTHER BUSINESS</p> <p>There was no further business and the meeting closed at 1pm.</p>	