



Quality Assurance Agency for Higher Education

Meeting of the Board of Directors

Minutes of the meeting on 16 June 2021

Present

Board Members:

Professor Simon Gaskell (Chair)
Ms Eve Alcock
Dr Vanessa Davies
Ms Sara Drake
Ms Linda Duncan (Vice Chair)
Ms Hillary Gyebi-Ababio
Professor Maria Hinfelaar
Mr Oliver Johnson
Professor David Jones (from item 4)
Ms Angela Joyce
Professor Craig Mahoney
Professor Sue Rigby (until item 11)
Professor John Sawkins (from item 5)
Professor Oliver Turnbull
Mr Craig Watkins (except for items 4-6)
Professor Andrew Wathey (until item 8)
Professor Philip Wilson (until item 17)

In attendance

Officers:

Mr Douglas Blackstock (Chief Executive)
Ms Caroline Blackburn (Finance Director)
Ms Millie Crook (HR Manager)
Mr Alastair Delaney (Director for Scotland, Wales and Northern Ireland) (for item 9)
Ms Lisa Evans (Governance Officer)
Ms Vicki Stott (Executive Director of Operations & Deputy Chief Executive)
Mr Tom Yates (Director of Corporate Affairs)

Welcome, apologies and Chair's opening remarks

The Chair welcomed members to the meeting.

There were no apologies, although John Sawkins, Craig Watkins, Andrew Wathey and Sue Rigby would all miss specific parts of the meeting.

The Chair noted that this was Andrew Wathey's last meeting of the QAA Board as he would be finishing his tenure in September. The Chair thanked AW for his contributions to the Board and to QAA's work.

The Chair reported that the remaining one-to-one meetings with Board members had now taken place and the key points from these were noted:

- The conversations had provided useful opportunities to reflect on QAA priorities and how effectively the Board and its sub-committees were contributing;
- There was a general sense that the mix of expertise on the Board was impressive and that the Board fulfilled its function;
- Governance changes including the end of observers attending Board meetings had been generally welcomed;
- Zoom meetings worked well, and were the preference of a minority, but most had agreed that future Board meetings should revert to in-person, with committee meetings to be held virtually by default;
- Hybrid meetings (where some members were together in person, and others joined remotely) were not favoured, though would sometimes be inevitable.

The Chair reported that he and Douglas Blackstock had completed a series of meetings with mission groups and other sector bodies. A wide range of groups were engaged with, covering institutions by type, by geographic area, etc. In some cases, such as the Russell Group, the vast majority of group members were QAA members; in others, such as Conservatoires UK, only a minority were.

All groups had welcomed the opportunity to interact, and in several cases new mechanisms for continuing exchange had been identified. The vast majority of conversations had been extremely positive, with very complimentary comments about QAA's work, especially regarding guidance during the Covid-19 outbreak. The membership model was increasingly appreciated, and QAA's work with governments and PSRBs was seen as helpful.

The Board noted that QAA had a fine line to tread between speaking up for the sector when appropriate while avoiding any perception that it was functioning as a lobby group; QAA could be more comfortable taking a public stance where it was based on evidence and on its own expertise in quality and standards than where it simply reflected members' opinions. The word "quality" was subject to different definitions and usages; this might be a topic for more detailed consideration in future.

The Chair reported clear enthusiasm for retaining a UK-wide approach, not least because UK higher education was often perceived internationally (even if incorrectly) as a homogeneous system. Nevertheless, one group had pointed out that the future coherence of a UK approach could not be assumed and had suggested QAA prepare for different scenarios.

There was more to do in support of FE colleges that deliver HE, some of which tended to see QAA as a quasi-regulator.

DB added that his overriding sense had been of a very positive disposition towards QAA, with some institutions being positively effusive; many smaller institutions lacked the bandwidth to engage in QAA's activities, but the willingness was there, and doors had been opened. SG suggested the round of engagement become an annual exercise.

Update on Chief Executive transition.

The Chair reported that since its last meeting, the Board had confirmed by circulation the appointment of Vicki Stott as QAA's next Chief Executive, and congratulated VS. Details of the timing of the transition were being progressed, as was the mechanism by which QAA would continue to benefit from Douglas Blackstock's experience, particularly in the international arena.

The Board also noted that this was the first Board meeting since DB's election as President of ENQA, the European Association for Quality Assurance in Higher Education.

Informal Board briefings

The Chair noted that the informal Board briefing sessions had been running for nearly a year; while they appeared to have been helpful, attendance had tended to be small. The Board considered that weekly Board updates now kept members sufficiently informed, and **agreed** that planned informal Board briefing sessions would no longer be scheduled. They could still be arranged on an ad-hoc basis when a particular issue needed discussing; Board members were welcome to contact the Governance team at any time to suggest such a meeting.

Quorum and interests

The meeting was declared quorate. No interests were declared beyond those previously notified and included in the Register of Interests.

Minutes (item 3, BD-20/21-40)

The Board approved the minutes of the meeting held on 10 March 2021.

Actions

All actions from the previous meeting were complete and the Board noted the updates provided.

Matters Arising

Maria Hinfelaar provided an update on her attendance at the general board meeting of NVAO, the quality assurance body for the Netherlands and Flanders. She had provided a short presentation on the work of QAA, which she **asked** TY to circulate. NVAO faced the challenge of retaining the synergies between the two jurisdictions while approaches continued to diverge.

The NVAO board had discussed the current provision of online learning (with implications for students' ability to develop practical skills, and for their wellbeing) and hopes of a full return to in-person teaching in September. There had also been discussion of potential changes to the review model: the intention was to move away from cyclical reviews of subject-area groupings to institution-level reviews. There might be scope for a combined approach, but there were also concerns about the level of regulatory burden. The UK had more reliable data sets in terms of review and benchmarking metrics, and NVAO saw scope for joint working in this area.

MH confirmed that attendance at the meeting had been useful; it was intended that the two boards would stay in touch and continue to share knowledge. This would likely take place informally but members were advised that they could suggest items to be discussed.

Board members asked about student involvement in NVAO's work; MH responded that there was student membership on the NVAO general board and on review panels. It was noted that the student board members of the two agencies had been in contact, and that an NVAO student board member would be welcome to attend a meeting of QAA's Student Strategic Advisory Committee (SSAC).

Consultative Board Update (item 4, BD-20/21-41)

The Chair provided an update on the meeting of the Consultative Board held on 24 May.

There had been some useful commentary about the balance between assurance and enhancement in Scotland, but that once again the meeting had not produced a lively discussion; it had been useful in allowing QAA to keep the Consultative Board informed, but members had not taken the opportunity to raise issues for Board discussion.

Craig Mahoney noted, in reference to the update provided to the Consultative Board regarding the UK legislative programme, that the Bills discussed were not directly relevant to Scotland, and suggested that the meeting should have better reflected the four nations of the UK. SG noted the point but assured CM that input at the meeting from representatives from Scotland, Wales and Northern Ireland had considerably outweighed that from colleagues in England. DB added that had the meeting taken place after the elections more time would have been devoted to that.

The Board noted that Consultative Board papers were available on the Board site.

Discussion items

Chief Executive's Report (item 5, BD-20/21-42)

1. The report from the Chief Executive on topics of interest and recent developments in relation to QAA was received by the Board and taken as read.
2. It was reported that the Academic Integrity Charter was gathering signatories and Craig Mahoney noted that there was close to 100% commitment in Wales. DB assured the Board that support in the other nations was strong and provided the data: 127 signatories in England, 13 in Scotland, 9 in Wales, 1 in Northern Ireland.
3. Oliver Johnson welcomed the strong membership numbers, but wondered whether 72% of member institutions registering for the Annual Conference left a worryingly significant minority not engaging. DB assured the Board that this was a very low rate of non-registrations in historic terms; some organisations lacked the bandwidth to join at the time but might access the videos after the event. SG added that the Annual Conference was only one of many ways which QAA engaged with members.
4. Value for money of the conference was discussed. DB said that this would be considered but that attendance had been sizable; the virtual format helped international involvement, but also appeared to allow more academic staff to attend and to join talks which were of particular interest. SG anticipated hybrid or online conferences remaining a common approach.
5. DB reported that he had attended a UK-UAE Business Council private meeting the previous week. This had considered integrated national recognition in UAE, recognition of online programmes, professional recognition of engineering, professional qualifications and chartered status and recognition of GCSE as a potential entry to tertiary education in UAE; a positive discussion had taken place and those present were looking to move forward with mutual recognition.
6. DB reported that the Senior Leadership Team had recently discussed their perception of interactions with, and the contribution of, the QAA Board. Colleagues had agreed that the Board was very constructive and supportive; they were grateful for the time given; they were complimentary about Board members' support for events and the value of their contribution to the committees. The calibre of the student members of the Board and committees was held in very high regard, and it had been suggested that other Board members might occasionally attend the Student Strategic Advisory Committee.

The SLT had requested to be provided with the Board skills update report, and the Board **agreed** that this should be shared.

7. DB also updated the Board regarding academic integrity and the Tertiary Education and Quality Standards Agency's (TEQSA) investigation into essay mills. TEQSA had now provided QAA with the data set relating to UK providers and a 'nest' of essay mills in East Africa, and QAA was analysing it. It was a far smaller data set than originally expected, but nonetheless provided useful evidence. TEQSA was in the process of releasing equivalent data to the quality bodies in Ireland (QQI) and New Zealand (NZQA). The data covered 2,510 instances, mostly from 2014-18, affecting 160 providers across all nations in the UK. The information was currently anonymised, but individual students could potentially be identified if matched to Turnitin records, which could lead to GDPR issues, and would be unlikely in any case to constitute legal proof.
8. TEQSA's own approach to the Australian data was supportive rather than regulatory. There was some discussion of the approach QAA should take; the Board **agreed** that QAA should, once initial analysis was complete so that the data set was understood, inform the UK Standing Committee for Quality Assessment (UKSCQA), members, funders and regulators, and offer to provide a fuller report to UKSCQA. Andrew Wathey confirmed, as chair of UKSCQA, that it would be the right forum to bring all parties together.
9. Any potential sharing of raw data beyond QAA required further consideration, given the nature of the information and its potential uses. Several Board members felt that it was important that students be encouraged to come forward and report instances, including threats of blackmail; enforcement should be targeted at essay mills rather than at students or former students. Board members were eager that essay mills should be shut down, but noted the challenges in achieving this. Board members noted the serious implications where professional qualifications are awarded following university courses during which essay mills may have been used; it was important for QAA to keep in contact with Professional, Statutory and Regulatory Bodies.

Report and Interactions with Funders and Regulators (item 6, BD-20/21-43)

10. Vicki Stott reported that there had been extensive engagement with funders and regulators across Scotland, Wales and Northern Ireland during the last period. This item had been added to the Board agenda as a standing item in order to ensure good coverage of QAA's work in those nations; in today's meeting, however, that work would be covered by Alastair Delaney during his presentation, so this item would focus on England.
11. Regular engagement with the OfS continued at strategic and operational levels. QAA officers had attended a quarterly review meeting with the OfS's Quality Assurance Committee (QAC), and were working on revised KPMs and Schedule 2 for the DQB activity. Much of the assessment activity remained paused.
12. The second round of the OfS consultation on quality and standards was expected to launch on 8 July, to run over the summer, with any Bill likely to be launched in October and any new regulatory framework to follow around the turn of the year. In contrast to the first round, QAA would be given the opportunity to see elements of the consultation before it was released. QAA would have 2 weeks to provide feedback; this was seen as positive acknowledgement of QAA's expertise on these matters.
13. OfS had requested that access be restricted to a short list of named individuals within the DQB function. This reflected an understandable wish to reduce any risk of information being discussed in the wider sector. This confirmed QAA's impression that

OfS retains concerns at a strategic level about perceived conflict of interests between QAA's role as the DQB and its other charitable activities, which OfS wrongly portrayed as commercial. QAA would push back against the "commercial" narrative, and also resist the suggestion that it cannot manage confidentiality.

14. Board members commented that it was vital to ensure that the information was indeed contained, as agreed with OfS. The lack of an OfS response to the first round of consultation was noted. The DQB's role in commenting to OfS on the consultation before publication did not preclude a later QAA response to the consultation.
15. VS reported that the draft KPMs and Schedule 2 had been returned to QAA, following a conversation at QAC before QAA was represented at the meeting. It was understood that a QAC member had been closely involved in drafting the KPMs, and that OfS was keen to obtain sign-off on both these pieces of work, and to begin planning the schedule 2 activities jointly with QAA, to agreed shared milestones. The revised documents were provided for the Board with comments from both QAA and OfS officers. VS reported that a further response had been received from OfS that morning; while some areas remained contested, considerable agreement had been reached. It was **agreed** that VS would provide an updated document for the Board in the coming days with a request for approval.
16. Board members were supportive of the approach being taken by QAA, and noted the change of OfS Chair, which might affect the relationship. Andrew Wathey added that the composition of the OfS Board had changed more widely, and offered to meet with SG or VS to discuss; SG and VS **agreed** that this would be helpful.

Grading of the Access to Higher Education Diploma (item 7, BD-20/21-44)

17. Vicki Stott provided an update on the arrangements for the award of the Access to HE Diploma in 2021, and summarised associated risks and actions taken.
18. The report was taken as read and VS reported that at this time she was not proposing to write to the Access Validating Agencies (AVA). However, QAA officers had engaged in a constructive dialogue with the Black FE Leadership Group (BFELG), following concerns BFELG had raised in a letter to Diane Abbott MP, Chair of the All-Party Parliamentary Group for Race Equality in Education, regarding the potential for black and ethnic minority Access to HE students to be disproportionately disadvantaged this academic year. The dialogue had been welcomed by the BFELG and was ongoing. QAA officers continued proactive engagement across the sector, including with the Association of Colleges, and were alive to the possible risk of negative media attention during the awarding period this summer.
19. SG thanked VS for the report and said that he was reassured by the attention this issue was receiving from the Executive team.

Membership Offer for 2021-22 and Member Engagement (item 8, BD-20/21-45)

20. The Board received and noted the report which summarised the membership offer for 2021-22 and the member engagement which had taken place. The membership offer, themes and topics had been influenced by the Board's comments in response to Ailsa Crum's presentation at the March meeting. The Chair commented that the offer looked good; the level of detail and the tailoring to members' differing needs were welcome.
21. Oliver Johnson wondered whether the use of the word "offer" might at times be confusing, for example when referring to an "imaginative enhancement offer" as part of the second topic area. VS confirmed that this was part of the package, and not a separate offer in that sense. She thought that the phrase "enhancement offer" was well

understood in the sector, but saw the potential for confusion and said she would discuss it with the team. Eve Alcock noted that this report had been considered at SSAC and been well received by the committee.

Scotland, Wales, Northern Ireland and Europe – Presentation (Item 9)

22. The Board received a presentation from Alastair Delaney, Director for Scotland, Wales, Northern Ireland and Europe.
23. AD reported on QAA's work in Scotland. The Board noted that the ELIR 'limited effectiveness' judgement had led to a great deal of work for the team, which had come under pressure including legal threats. The judgement showed that the ELIR process had teeth, and it was welcome that the Scottish Funding Council (SFC) had kept an appropriate distance so that QAA could do its job as the quality agency. On the other hand, from the SFC's point of view, the judgement could be seen as an indication of a weakness in the wider quality system, given how long it had taken for significant issues to be identified.
24. The relationship with the SFC remained good; the tone had changed in that SFC had a new focus on assurance, and wanted to see more responsive evaluative work. QAA had been invited to join a new ministerial group, and had received a commission from SFC on digital learning.
25. The recent Scottish Parliament election results were noted, and AD confirmed that he had written to the two new ministers and had received an acknowledgement. A tertiary-sector approach to post-18 education was being considered in Scotland, and the next academic year would be a transitional one, with scope for development of new review types. However, QAA's funding was secure in 2021-22, and SFC considered itself a long-term investor. Tripartite meetings between Education Scotland, SFC and QAA would identify common outcomes.
26. In Wales, AD reported that the funding council Higher Education Funding Council for Wales (HEFCW) had consulted QAA before agreeing the reduction of scope of reviews. HEFCW had talked to QAA Wales the previous day, in the context of the final year of the current review process; HEFCW was interested in resetting the system, and a consultation was expected by October, with the policy clarified by March 2022, allowing QAA to develop its new approach. There was interest in synchronising review cycles with Scotland and Northern Ireland; QAA's collaborative projects were very well received in Wales.
27. A new Welsh minister had been appointed, Jeremy Miles MS, a native Welsh speaker. The Welsh Government was working on consultation responses, and a Bill was expected to go before the Senedd in the autumn. There would be a designation agreement, with the minister likely to be the designator; QAA would be directly funded by HEFCW from next academic year, on a model similar to the Scottish one, which was welcome. Meetings were underway with the education and training inspectorate Estyn, to seek opportunities for collaboration, and a joint presentation would be made to the PCET Change Board.
28. In Northern Ireland, two new teaching colleges and CAFRE had become QAA members. Two projects were underway to gather information on approaches to self-evaluation and on how QAA could best support the sector. Both projects would report shortly. QAA was well placed for a DFE-NI contract for developing a new review model.

29. AD reported on cross-nations working. QAA's advisory committees in Scotland and Wales had met jointly, and were looking to align meeting dates next year so that common interests could be considered together, whether through joint meetings or through mutual attendance. There was scope for some efficiency gains, for example through a broader reviewer pool if review methods moved closer together as looked likely.
30. AD updated the Board on work in Europe. EQAR was focused on the two areas of non-compliance with the European Standards and Guidelines in England. QAA was working with OfS to update EQAR in September; by this time there should be progress on the issue of students on review teams. ENQA reviewers' concerns extended to the potential move away from the Quality Code signalled in the OfS consultation on quality and standards, and QAA's independence. QAA's preparations for the self-evaluation were already underway, and the team was seeking tangible evidence of the negative impact of an agency being out of ENQA.
31. The Chair commented that it was refreshing to see such constructive engagement from governments and agencies in the devolved nations, and that QAA should be seen at the forefront of the positive developments and potential convergence of approach. The Board meeting at Heriot-Watt in October was an opportunity in this regard.
32. John Sawkins welcomed the update; he asked AD to reflect on any risks there might be in an explicit convergence between the three nations. AD acknowledged that the sectors in Scotland, Wales and NI might see this as diminishing their individual positions; QAA must avoid being seen as suggesting a one-size-fits-all approach, or as bringing the three nations together in opposition to England.
33. Maria Hinfelaar added that the idea for much of the joint working had come from QAA's two advisory committees. It might be helpful for SG to attend a joint meeting. DB commented that QAA was in effect helping to hold the UK sector together, despite the divergent approach being pursued in England, but this would be at risk if QAA's status on EQAR and in ENQA were threatened.

QAA Strategic Risk Register Review (Item 10, BD-20/21-46)

34. Tom Yates presented the risk register, which was a living document that continued to be reviewed monthly by SLT. Following the most recent review, a new risk had been added to reflect concern about the Access to HE diploma, as already discussed in this meeting. Minor updates had been made elsewhere to reflect recent developments.
35. The risk register had been reviewed at the Audit and Risk Committee (ARC) on 19 May and discussed with the Student Strategic Advisory Committee the following day, which had been complimentary about the approach.
36. Craig Watkins confirmed that ARC was happy to recommend the risk register for the Board's approval. ARC had noted the range of risks being managed, and wondered whether the Executive team had the bandwidth to mitigate them. DB agreed that the whole Agency was stretched: its task was no less complex than when it had been twice the size. The pressure could increase once travelling re-started. At SG's suggestion, it was **agreed** that TY should consider adding a risk around resourcing levels, and that this might be a suitable item for discussion at the Board away day in October.
37. The Board **approved** the content of the risk register

Quarter 3 Monitoring and Performance Report on Annual Plan and Finances (Item 11, BD-20/21-47)

38. The Board had received a report which provided the RAG rating of Annual Plan priorities and summarised the year-to-date performance against both the Annual Plan and the Budget. The report also provided a summary of the financial position and full year forecast for the year ended 31 July 2021. The report was taken as read.
39. Vicki Stott updated the Board on the current position with the KPIs. The position of the membership revenue was currently amber, although better than budget. International & Professional Services income had been affected by Covid-19, especially in Macau, where a contract had to be pushed into next year; staff were working hard to narrow the gap, and the frustrating results should not be taken as a sign of under-performance by the team.
40. Caroline Blackburn reported that the Q3 forecast had deteriorated slightly from Q2, though this had been partially offset by savings from travel.
41. CB highlighted the year end reserves position. The Board noted that initial estimates indicated that the required free reserves range would be between £2.3m and £3.2m. The current free reserves were slightly above this range and it was proposed that reserves be used for:
- An increase of £100k in the dilapidations provision, following a review of the lease of Southgate House;
 - a transfer of a further £200k to the I&D reserve to facilitate development of both membership and International services.

The Chair asked about the return on the I&D investment; CB clarified that the appraisal process had assessed ROI; the funds would not be used to fund a deficit but for embedding the membership offering and investing in international services that would bring future revenue.

42. Oliver Johnson commented in relation to IP&S attempts to 'close the gap' that there was no need to chase an arbitrary target if it meant losing margin or changing approach; the revenue growth would come in time.
43. Noting the number of assessments currently taking place, OJ asked whether members had raised concerns about DQB fees. DB reported that in general members did not want to pay the DQB fee, which they felt had been imposed on them, but there had been no suggestion that QAA was misusing the fees; members were more concerned about the OfS fees. DB assured the Board that a detailed financial statement had been issued, with refunds provided to members; there would be further opportunities in the future to take positive action. SG commented that institutions might be reluctant to pay DQB fees, but did so on the basis that the DQB helped preserve the reputation of UK higher education; if that service was not being provided then OfS would come under fire, and so might QAA by implication.
44. The Board noted the forecast year-end financial position and **approved** the transfers of reserves of £200k to the I&D fund and £100k to reinstatement of premises.

Report on Financial Matters (Item 12, BD-20/21-48)

45. The Board had received and noted an update on the following financial matters:
- Investment update
 - Annual Investment review and required changes to the Treasury Management Policy

- External audit tender
 - USS 2020 valuation update
 - Professional Indemnity Insurance
46. The report was taken as read. CB provided a further update on the USS pension; headlines of the Universities UK (UUK) consultation had been received recently and the alternative package had received wholehearted support. USS had considered it and indicated that it was possible with a rise in employers' contributions of 0.5%, with further commitments around leaving the scheme (which almost no employer could afford in any case) and security around assets. Further consultation would follow.
47. CB also reported that the valuation of the SAUL pension fund had shown a small deficit. A rise in contribution of 3% had been negotiated which would take employer contributions to 19% from April 2022; QAA's exposure was modest, equating to an extra £20k per year.
48. CW reported on the external auditor reappointment; he said although the field had been thin, the Audit and Risk Committee judged that Crowe's presentation had been very strong and would have impressed even against stiff competition. The Board **approved** the reappointment of Crowe as external auditors for a 4-year term.
49. Vanessa Davies noted the update on QAA's Professional Indemnity Insurance and asked for assurance about QAA's cover for international work. CB assured the Board that the lack of Professional Indemnity cover did not mean that personal travel or other business risks were not covered, but **agreed** to check the terms of the policy and confirm the position.
50. The Board noted the Investment update. There was a reference in the report to a Treasury sub-committee and SG clarified that there was no such committee at QAA. It was an ad hoc group which had undertaken an annual review of QAA's investment manager, Rathbones.
51. The Board discussed the investments and VD asked for assurance that QAA's investments were ethical, given members' own sensitivities. CB confirmed that QAA had an ethical policy for investments and was confident that investments through the Rathbones fund met these standards. LD added that Rathbones had set out their ethical policy in their proposal and the fund was aimed at charities, but agreed that views on ethics were changing rapidly and that it would be helpful to include the question explicitly in the 6-month review with Rathbones.
52. The Board noted that the Treasury Management Policy had been reviewed and amended. The Board **approved** the Treasury Management Policy.

Draft Annual Plan and Budget (Item 13, BD-20/21-49)

53. The Draft Annual Plan and Budget report asked the Board to consider and approve the Annual Plan and Budget for 2021-22. The Draft Annual Plan 2021-22 including KPIs and Draft Annual Budget 2021-22 with sensitivity analysis and a review of the reserves position were provided.
54. VS reported that a virtual away day had taken place to consider the plan. Targets were ambitious but possible; KPMs represented a good balance for teams. The Board **approved** the Draft Annual Plan 2021-22.

55. CB presented the Draft Annual Budget 2021-22. Although a deficit was forecast in IP&S, this was also the area with most potential for longer-term growth with the launch of new products including QE-TNE and international membership; along with opportunities and risks, a 5-year forecast had been provided for this area.
56. CB added that increased costs for additional travel over the coming year, an increase in QAA's employer contributions to the USS pension and an allowance for a potential pay increase had been included. The Board noted that the requests for investment were within the bounds of what reserves allowed.
57. CB commented that the SWNI budget was low risk, as an indication of what funding would look like had already been received. Membership also looked positive. There was a slight change in QAE with the Alternative Providers work moving to that area; there was no risk of conflict of interest because Alternative Providers were not eligible to go on the OfS register.
58. SG asked about evidence supporting the optimism around international membership. VS responded that QAA had received interest about membership from institutions who had gone through the IQR process.
59. LD welcomed the presentation and the clarity provided. She added that the draft budget had been developed on a conservative basis and she was very comfortable with the proposals. The 5-year forecast for I&PS was particularly helpful.
60. OJ agreed that the presentation was helpful, but noted the costs associated with increased revenue, and said that it would be helpful to receive updates through the year. DB said he was more optimistic, predicting more revenue in Africa. Without Covid-19, the targets would have been exceeded this year.
61. CW advised that an understanding of what price the market would bear was needed, as QAA moved into consulting and advisory work. CB responded that QAA was generally seen as expensive, but agreed that it was important to consider the economies of different countries and what was affordable in different areas. DB reported that IQR provided a high margin and offered good opportunities to sell other services; some work may not be high margin but may still be valuable reputationally.
62. MH asked that some thought be given to how QAA could grow other areas of the business in the event that DQB work was lost. It was **agreed** that this would be considered as a potential item for the Board Away Day in October.

Policy Reviews (item 14)

- Approach to Risk Management (BD-20/21-50)
63. Tom Yates presented the updated version of the Approach to Risk Management. The Board noted that the document had been through a scheduled review and only very minor amendments had been made. TY reported that ARC had reviewed this policy and agreed that it was worth retaining. CW added that ARC had welcomed the evolution of risk management since TY had joined QAA.
- Equality and Diversity Policy (BD-20/21-51)
64. Caroline Blackburn presented the updated Equality and Diversity Policy which had also been through a scheduled review. CB assured the Board that QAA recognised the positive benefits of equality, diversity & inclusion and was committed to providing

opportunities, products and services which embraced diversity and promoted equality and inclusivity. The aim was to ensure that these commitments, reinforced by QAA values, were embedded into day to day working practices with employees, customers and partners.

65. The Board noted that the policy had been reviewed against ACAS, XpertHR and the Equality and Human Rights Commission to ensure it reflected current legislation and best practice. This had resulted in a few minor changes which included the addition of 'Inclusion' to the title and other small changes to the language to bring in line with best practice. There had been no major changes to the approach.
66. The Board **approved** the Approach to Risk Management and the Equality and Diversity Policy.

Board and Committee Business

Appointments and Retirements to the Board and Board Committees (item 15, BD-20/21-37)

67. The Board received a report which set out a series of appointments and reappointments to the Board and its sub-committees; these were being presented directly to the Board as there had been no meeting of the Nomination and Remuneration Committee since the last Board meeting.
68. The Board considered and **approved** the appointments to the following Committee vacancies:
- a) to the Advisory Committee for Degree Awarding Powers (ACDAP)
- Ms Leonie Milliner, Director of Education and Deputy Chief Executive Officer, General Optical Council, for an initial three-year term from 21 June 2021 to 20 June 2024;
 - Mr Damian Day, Head of Education, General Pharmaceutical Council, for a temporary co-option, from 21 June 2021 until 6 August 2021, after which he would become a full member of the Committee, for a three-year term;
 - Professor Simon Macklin, Pro Vice-Chancellor (Portfolio Development and Global Engagement), University of the Creative Arts, to be co-opted to the Committee for a three-year term, from 1 March 2022 to 28 Feb 2025;
 - Dr Nicola Watchman-Smith, Head of Academic Apprenticeships and Excellence Awards, AdvanceHE, co-opted for an initial three-year term, from 21 June 2021 to 20 June 2024;
- b) to the Access Recognition and Licensing Committee (ARLC)
- Ms Claire Foster, for a second three-year term, from 2 April 2021 to 2 April 2024;
 - Dr Mark Nason, for a second three-year term, from 15 March 2021 to 15 March 2024;
 - Mr Ben Rockliffe, for a second three-year term, from 15 March 2021 to 15 March 2024;
 - Mr Robin Webber-Jones, for a second three-year term, from 11 October 2021 to 11 October 2024;
- c) to the QAA Scotland Strategic Advisory Committee
- Ms Claire Jamieson (as a representative of the Scottish Government), for an initial three-year term, with immediate effect until 16 June 2024.
69. The Board noted that following the consideration of the Halpin Governance review at the Board in March 2020 it was agreed that the Articles of Association should be amended

so that the appointing bodies become nominating bodies; that change to the Articles had now been made.

70. The Board noted that Professor Andrew Wathey's term of office would end in September and as the nominating body Universities UK (UUK) was contacted to make a nomination for approval at this Board meeting. This nomination was agreed with the other three Company Members and the Chair confirmed that he had had a call with the nominee and he felt that he would be an exceptional appointment. The Board **approved** the following appointment to the Board:
- Professor Nic Beech, Vice Chancellor of Middlesex University, for an initial 3-year term from 2 September 2021
71. The Board also noted that reappointments to QAAW would need to be made before the next Board meeting in October. The Board **agreed** to delegate authority for these approvals to the Nominations and Remuneration Committee at its meeting in September.

Committee Reporting (item 16, BD-20/21-53)

72. The Board received and noted the summary reports of recent meetings of the Board Committees.
73. A verbal update was provided by Vanessa Davies, Chair of the Advisory Committee on Degree Awarding Powers (ACDAP) following the meeting on 10 June. Work was taking place with the Bloomsbury Institute. VD reported that QAA had been advised previously that OfS had not been able to use its advice in its decision making, whereas the OfS representative at this meeting had clearly and categorically declared that there were no problems with ACDAP reports and advice. VD assured the Board that the conversation would be clearly minuted.
74. A verbal update was also provided by Maria Hinfelaar, following the meeting of QAAW held the previous day. The Committee had discussed the elections to the Welsh Senedd and the upcoming cycle of QAR reviews; the Board noted that the methodology would be based on annual monitoring and live data.

QAAE Update Report (item 17, BD-20/21-54)

75. The Board had received a report which set out the options for the QAA Board to continue to provide oversight for QAA's professional services work following the prospective dormancy of QAA Enterprises (QAAE).
76. SG reported that the QAAE Board had noted the lack of business channelled through QAAE, and judged that the subsidiary should become dormant. However, members flagged the need for a mechanism to ensure that the QAA Board retained oversight of QAA's professional services work once QAAE Board meetings were discontinued. The paper set out options for achieving this, and recommended an increased profile for professional services in Board agendas, supplemented by some direct engagement with individual Board members when helpful.
77. The Board discussed the preferred options for oversight of QAA's professional services. Linda Duncan noted the option that the Board ensure that time was provided in QAA Board meetings to allow for oversight and scrutiny of this work, she agreed that it was appropriate to spend more time on this at Board given the growth of the area of work. Oliver Johnson also agreed with that approach, he said that QAAE had been unclear of the benefits of using the subsidiary for some time and the options had been discussed

thoroughly at the last QAAE meeting. Oliver Turnbull reported that he agreed with dormancy, noting that the subsidiary may be required again in the future.

78. The Board **approved** the proposed dormancy of QAA Enterprises and **agreed** the Board should ensure that time was provided in QAA Board meetings to allow for oversight and scrutiny of QAA's I&PS work.

Any Other Business

79. There was no further business for discussion. However, noting the weighty agenda the Chair suggested that a starring system be considered for future meetings so that routine items could be dealt with more quickly.

Date of next meeting

80. The Chair confirmed that the next Board meeting would take place on Wednesday 13 October 2021 followed by Board Away Day on Thursday 14 October. These meetings would be held at Heriot-Watt University, Edinburgh. The meeting was closed at **15.00**

Board of Directors Action List				
Minute:	Action:	Owner:	Due Date:	Update:
16/06/21 17.	TY to circulate presentation on the work of QAA that MH provided at the general board meeting of NVAO.	TY	July	Complete
29.	Board skills update report to be shared with SLT.	TY	July	Complete
31.	QAA should, once initial analysis was complete so that the data set was understood, inform the UK Standing Committee for Quality Assessment (UKSCQA), members, funders and regulators, and offer to provide a fuller report to UKSCQA.	TY	October	Complete
38.	VS to provide an updated KPM / schedule document for the Board in the coming days with a request for approval.	VS	June	Complete
39.	SG or VS to meet with Andrew Wathey to discuss OfS Board.	VS		
59.	TY to consider adding a risk around resourcing levels, and whether this might be a suitable item for discussion at the away day in October.	TY	October	Complete: on the away day agenda.

72.	CB agreed to check the terms of the Professional Indemnity policy and confirm that the lack of cover for international work did not mean that personal travel or other business risks were not covered.	CB	July	Complete
85	'How QAA could grow other areas of the business in the event that DQB work was lost' to be considered as a potential item for the Board Away Day in October.	TY	July	Complete – this is in effect included in the away day agenda.
94.	The Board agreed to delegate authority for approval of QAAW appointments to the Nominations and Remuneration Committee at their meeting in September.	LE	September	Discussed with the Secretary for QAAW and included in the report to NRC in September. Complete.