



Quality Assurance Agency for Higher Education

One hundred and ninth meeting of the Board of Directors

Confirmed minutes of the meeting on 10 October 2018, 11.30-13.15

Open business

Present

Members: Mr Matt Adie
Mr Stephen Criddle
Ms Linda Duncan
Professor Maria Hinfelaar
Professor Denise McAlister
Mr Craig Watkins (excluding items 12-15)
Mr Philip Wilson (excluding item 11)

Mr Christopher Banks (Chair)
Dr Vanessa Davies
Ms Sara Drake
Mr Oliver Johnson
Professor Andrew Wathey
Professor Philip Winn

Apologies

Members: Professor Craig Mahoney
Mr Amatey Doku

Professor Oliver Turnbull
Professor Helen Langton

In attendance

Officers: Mr Douglas Blackstock (CEO)
Miss Lavinia Blakett
Mrs Natalie Haines
Mr Ian Kimber
Mr Will Naylor
Ms Rowena Pelik
Mrs Liz Rosser

Company members' representatives:

Apologies: Mr Will Hammonds (UUK)
Ms Lisa Newberry (Universities Wales)
Mr Terry Shevlin (Universities Scotland)
Mr Alex Bols (GuildHE)

Observers: Ms Susan Lapworth (OfS)
Mr Scott Court
Mr Ben Elger (OIA)
Mr Alex Proudfoot (IHE)
Dr Cliona O'Neill (HEFCW)

Welcome and apologies

1. The Chair welcomed members, company member representatives and observers to the meeting, noting that it was World Mental Health Day. Apologies were noted.
2. Mr Matt Adie was welcomed to his first meeting of the Board. Mr Adie had recently been appointed to the Board as the independent student member.

Quorum and interests

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3. The meeting was declared quorate.
4. No interests were declared.

Minutes and matters arising from previous meetings

Minutes from the meeting held on 21 June 2018 (item 6, BD-2018-48)

5. The minutes of the open business of the meeting held on 21 June 2018 were approved as a true and accurate record of the meeting.
6. Matters arising not covered elsewhere on the agenda included Transnational Education (TNE) and academic integrity which would both be covered in the Chief Executive's report. In addition, it was noted that both Ms Susan Lapworth (OfS) and Dr Cliona O'Neill (HEFCW) would like the opportunity to share with the Board topics from their respective Committee meetings.

Discussion items

Chief Executive's report (item 8, BD-2018-49)

7. The Board **noted** the Chief Executive's report on recent policy developments. The Chief Executive highlighted the following:
 - Colleagues at QAA were saddened to hear of the death of Sir William Kerr Fraser, who passed away in September 2018 aged 89. Sir William was chair of the Joint Planning Group for Quality Assurance in Higher Education, whose final report in 1996 led to the establishment of QAA.
 - The Office for Students (OfS) had published the membership and terms of reference for its Quality Assessment Committee. QAA was working with OfS colleagues on how the Agency would report to the Committee.
 - QAA's Academic Integrity Advisory Group held its first meeting in June 2018. The group included expert academics, sector bodies, provider representatives, students, technology experts and a parliamentarian. It was currently taking forward work on legislative solutions and the impact of essay mill guidance. The Department for Education, and Scottish and Welsh Governments had agreed to act as observers on the group.
 - On 10 December 2018, QAA would host its 21st anniversary lecture in Westminster, London. The lecture would be delivered by Ms Stefania Giannini, Assistant Director-General for Education at UNESCO. Ms Giannini

is the top United Nations official in the field of education and reports to the UNESCO Director General. Prior to joining UNESCO, she was the Italian Minister of Education, Universities and Research (2014-16) and a Senator of the Republic of Italy (2013-18).

8. Ms Lapworth (OfS) updated the Board on the first meeting of the OfS Quality Assessment Committee (QAC), at which a number of matters had been discussed including the work of, and relationship with, QAA as the Designated Quality Body (DQB). The Board welcomed the opportunity to work with the QAC on developing formal and informal reporting mechanisms and it was agreed that a joint workshop would be held to develop Key Performance Measures. An extract of the minutes from the QAC would be circulated once finalised. It was noted that the Board would be considering QAA's performance as the DQB further in the closed session of the meeting.
9. Dr O'Neill (HEFCW) provided an update from HEFCW's Quality Assessment Committee, in particular, discussions relating to the future of Transnational Education (TNE). Mr Blackstock confirmed that discussions were underway with the sector, stakeholders and representative bodies on what the future approach would be to UK TNE quality assurance from 2019 onwards as well as more immediate arrangements for 2018-2019. Ms Pelik confirmed that the Department of International Trade had recommended that this year's scheduled plans for the TNE review in Malaysia should proceed.
10. Mr Proudfoot (IHE) raised a concern that the timeframe for the development of methods for Quality and Standards Review (QSR) and degree awarding powers had left insufficient time for adequate consultation with IHE members. Mr Will Naylor acknowledged that the timelines had been short but provided assurance that Mr Proudfoot's comments had been taken into account.

Calling of the AGM (item 9)

11. The Chair invited the Board to call the Agency's AGM for 12 December 2018. The Board **approved** the motion. The Company Secretary would, in due course, give notice to all those entitled to receive such notice.

Value proposition and membership model (item 10, BD-2018-50)

12. Mr Kimber presented a paper setting out the Agency's value proposition and membership model. Since the high-level value proposition was approved by the QAA Board in June 2018, draft narratives had been prepared and discussed in confidence with key critical friends, Board members and Board observers. Feedback had been reflected not only in the narrative, but also in some changes to the high-level value proposition itself. Discussions were ongoing and UUK had agreed to facilitate some wider stress testing with some of their Board members. Any further comments received would be taken into account.
13. It was noted that the move toward a membership approach to the Agency's relationship with institutions had been supported through consultations to date, and would require the reorientation of the organisation towards a more commercial mind-set. This had been identified as a key workstream within the transformation programme.
14. Discussion took place surrounding the membership targets and retention campaign; specifically, the target of retaining 20 per cent of those further education colleges that currently subscribe to QAA, and whether the proposition could be viewed as

fair and inclusive. It was stressed that this was an estimate of expected retention based on affordability within the FE sector and that it was likely this sector would take up the more tailored services. Concern was raised with regard to the risks of not retaining subscribers due to the financial pressures on budgets across the sector and the changing OfS fee regime impacting on sector understanding of the make-up of fees.

15. Following discussion, the Board **agreed** the high-level value proposition and supporting narratives for external consultation. Board members **agreed** to support the dissemination of key messages through their networks.
16. The Board requested further detail be provided on the specific products and services that would sit within the value proposition. Members confirmed that the pace of development should not be held back by the schedule of Board meetings. Board members offered their support in this regard where appropriate.

ENQA action plan (item 11, BD-2018- 51)

17. Ms Rowena Pelik provided the Board with an update on the progress made on developing an action plan in response to the recommendations arising from QAA's review by the European Association for Quality Assurance in Higher Education (ENQA). It was proposed that progress against the action plan would be monitored by the Executive with the Audit and Risk Committee providing oversight on behalf of the Board. The Board would receive a formal report on progress in autumn 2019 in advance of QAA's interim follow-up report to ENQA. The Board **approved** the proposed monitoring arrangements the process for the management of risk.

Revised Terms of Reference for ACDAP (item 12, BD-2018-52)

18. Mr Naylor provided the Board with a paper detailing the revised terms of reference for the Advisory Committee for Degree Awarding Powers (ACDAP). The Board was specifically asked to consider delegating authority to ACDAP to provide the OfS with advice on new applications for degree awarding powers from providers in England without further reference to the Board. The changes to the current delegations were proposed to enable QAA to effectively manage the significant increase in business in a timely manner.
19. While the paper focused on the governance arrangements for the Committee it was acknowledged that ACDAP's decision making methods would need to be subject to regular review to ensure consistency of application of the criteria.
20. The Board, although prepared to delegate authority, was clear that it would not be delegating ultimate responsibility for the provision of advice on degree awarding powers, and therefore required further assurance before making a final decision on this matter. It was envisaged that such assurances would require clear monitoring and reporting mechanisms between ACDAP and the Board and established controls.
21. To assist ACDAP it was agreed that the Board should give guidance and that officers should seek input from OfS colleagues on the new regulatory framework in England.
22. The Board gave initial consideration to whether ACDAP should be chaired by a member of the Board (rather than an independent Chair as is current practice) in order to strengthen the relationship between the two bodies. It was agreed that this would be explored further once an appropriate assurance framework had been proposed.

An update on the development of the revised UK Quality Code (item 13, BD-2018-53)

23. Mr Ian Kimber provided a paper on the progress that had been made on the development of the revised UK Quality Code for Higher Education (Quality Code), which would be launched in November 2018. The Quality Code had been redesigned following extensive consultation with the sector to be future facing, maintain UK wide applicability so that it was fit for purpose in an evolving regulatory and quality assurance landscape and accessible to the full diversity of the sector.
24. The Board **noted** the update and next steps in the development of the Quality Code, which would be submitted to the UK Standing Committee on Quality Assurance (UKSCQA) for endorsement prior to publication on 29 November 2018. In his capacity as Chair of the UKSCQA, Professor Andrew Wathey extended his thanks to QAA colleagues for the work that had been done to date.

Appointments and retirements to the Board and Board Committees (item 14, BD-2018-54)

25. Following an introduction from Mrs Natalie Haines, the Board **noted** the following appointments to the Board:
 - a. Professor Oliver Turnbull pursuant to Article 46 (ii) in the membership category 'appointed jointly by the Funding Councils (HEFCW, DfE (NI), SFC), appointed from 4 September 2018 for an initial three-year term (to 4 September 2021)'.
 - b. Professor Helen Langton pursuant to Article 46 (i) in the membership category 'appointed jointly by the Representative Bodies (Universities Scotland, Universities UK, Universities Wales and GuildHE), appointed from 10 October 2018 for an initial three-year term (to 10 October 2021)'.
26. The Board **approved** the following committee appointments on the recommendation of the Nomination and Remuneration Committee (NRC):
 - a. To the Student Advisory Committee (SAC):

Appointment of:

 - Miss Holly Nia Thomas - Cardiff University Students' Union (SU) (in the membership category of students' union member)
 - Miss Leigh Spanner - University of Oxford (in the membership category of student)
 - Miss Sophie Rosina Banks - University of South Wales SU (in the membership category of students' union member)
 - Miss Zoline Makosso - University of Greenwich SU (in the membership category of students' union member)
 - Ms Tess Winther - Goldsmiths University of London (in the membership category of student)
 - Mr Jordan Lewis - Middlesex University SU (in the membership category of students' union member)
 - Mr Dinh Hung Vu - Nottingham Trent University (in the membership category of student)
 - Mr Jake Smith - Cardiff University (in the membership category of student)
 - Ms Megan Brown - Edinburgh University Students' Association (in the

membership category of student)

- Mr Hugo Barker - Heriot-Watt University (in the membership category of student).

Reappointment of:

- Mr Amatey Doku Co-Chair of SAC - Vice President Higher Education, National Union of Students (NUS), for a further 1 year from 1 June 2018 to 1 June 2019
 - Ms Caroline Fielder-Shattell - Project Co-ordinator National Collaborative Outreach Programme (NCOP), North Lindsey College, for a further 1 year until 10 October 2019
 - Mr Josh Gulrajani - Vice President Education, University of Essex Students' Union, for a further 1 year until 10 October 2019
 - Mr Aaron Lowman - Director of Academic Services, Academy of Live and Recorded Arts (ALRA), for a further 1 year until 10 October 2019
 - Ms Ran Magnusdottir - Post Graduate, The Royal Veterinary College, for a further 1 year until 10 October 2019
 - Ms Elizabeth Massey - Master's Student, University of Leicester, for a further 1 year until 10 October 2019
 - Mr Kevin McStravock - President, University of Ulster SU, for a further 1 year until 10 October 2019
 - Mr Robert Simkins - Group President, University of Wales Trinity Saint David SU, for a further 1 year until 10 October 2019
 - Ms Emma Beenham - Academic Affairs Officer, Newman University Birmingham SU, for a further 1 year until 10 October 2019
 - Mr James Brown - President, BPP University Limited Students' Association.
- b. To the Access Recognition and Licensing Committee (ARLC)
- Mr Robin Webber-Jones, Director of teaching, learning, assessment, higher education and teacher training, Derby College. In the category of 'other' for a term of three years from 10 October 2018.
 - Ms Dianne Glautier, Director of Collaborative Academic Partnerships, University of Staffordshire. In the category of 'co-option' for a term of three years from 10 October 2018.
- c. To the NRC
- Professor Maria Hinfelaar for a term of three years from 10 October 2018 (or the end of term of office as a Board member, whichever is sooner).
- d. To Audit and Risk Committee (ARC)
- Mr Matt Adie for a term of one year from 10 October 2018 (or the end of

term of office as a Board member, whichever is sooner).

Review of Nomination and Remuneration Committee (NRC) terms of reference (item 15, BD-2018-55)

27. Miss Lavinia Blackett introduced a paper detailing the review of terms of reference for the Nomination and Remuneration Committee. The terms of reference had been considered in the context of current best practice recommendations, including guidance from the Institute of Chartered Secretaries and Administrators, the CUC code for Higher Education Senior Staff Remuneration and the UK Corporate Governance Code. The Committee had considered its operations against each of the key principles of the CUC code, finding that it already observed good practice recommendations in most cases. Strengthening measures were suggested to evidence compliance in some areas.
28. The Board **approved** the revised terms of reference for implementation with immediate effect.

Reporting items

Finance Report year ended 31 July 2018 (item 16, BD-2018-56)

29. The Board **noted** the summary report of QAA's financial performance for the 12 months to 31 July 2018. Mrs Rosser confirmed that the report and figures had been reviewed with Ms Linda Duncan (Honorary Treasurer). Mrs Rosser informed the Board that the year-end surplus was a positive result in a fluid and challenging environment. In addition, it was noted that notification had just been received from the OfS for an offer of transitional grant funding relating to the 2017-18 and current financial years.
30. The Board **noted** the movement in reserves and free reserves. Ms Duncan provided reassurance that a detailed review of the various income scenarios showed that the required free reserves range remained in line with 2016-17 at the top end of the authorised range. The Board would be required to approve this within the statutory accounts at its December 2018 meeting.

2017-18 Annual Plan - Term 3 monitoring and performance report (item 17, BD-2018-57)

31. Mrs Rosser introduced the paper setting out the overall position against the 2017-18 annual priorities and strategic aims, highlighting key achievements and exceptions against the 2017-18 annual plan. Overall, good progress had been made towards achievement of the strategic aims and organisational effectiveness with 13 out of 14 priorities achieved or on track.
32. The Board **noted** the report on QAA's term 3 Monitoring and Performance.

2018-19 Annual Plan and Budget - update (item 18, BD-2018-58)

33. Mrs Rosser provided an update on the draft Annual Plan and Budget for 2018-19 presented to the last Board meeting. 2018-19 had a smaller number of focused priorities for what would be another challenging year as the organisation prepared for significant changes in 2019-20 while delivering key activities. Mrs Rosser highlighted to the Board the uncertainties presented by the external environment, and the assumptions made within the plan and budget. Given these uncertainties, a decision had been taken to move from termly to quarterly financial reporting to the Board.
34. The Board **noted** the final summary Annual Plan and Budget for 2018-19.

35. Mr Johnson commended the clarity of reporting on financial matters.

Summary report of Board committee meetings (item 19, BD-2018-59)

36. The Board received and **noted** the summary report of Board Committee meetings held since June 2018. In addition, Professor Philip Winn provided the Board with a verbal update from the QAA Scotland meeting that had taken place on 2 October 2018.

Any other business

There being no other business, the Chair closed the meeting.

This document is available in English and Welsh.

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