Quality Assurance Agency for Higher Education

Meeting of the Board of Directors

11 December 2024, by video conference

Present

Board Members

Simon Gaskell (Chair)
Jiji Alamo
Nicky Callow
Caroline Carter
Fazal Dad
Phil Deans
Alex Fraser
Rachid Hourizi
Richard Khaldi
Karl Leydecker
Mirjam Plantinga
Dani Saghafi
John Sawkins
Alex Stanley
Peter Vermeulen

Officers

Vicki Stott (Chief Executive)
Tom Yates (Executive Director of Corporate Affairs)
Caroline Blackburn (Chief Operating and Finance Officer)
Rob Stroud (Executive Director of Quality Assurance and Enhancement)
Rachel Hill-Kelly (Assistant Company Secretary)
Millie Crook, Head of HR and Organisational Development (for Item 11)

Welcome, apologies and Chair's opening remarks

1. Simon Gaskell welcomed members to the meeting, and Jiji Alamo and Nicky Callow to their first Board meeting. Apologies had been received from Nic Beech, Odette Hutchinson and Lucy Jones.

Quorum and Interests (Item 2)

2. The meeting was declared quorate. No further declarations of interest had been received.

Minutes of the Meeting held on 23 October 2024 and Matters Arising from the Minutes (Item 3, BD-24-25-12)

3. 24/25-45: a full stop needed to be inserted after 'restructure' to clarify the distinction

between spend. The minutes of the meeting held on 23 October 2024 were **approved** subject to this correction**.**

4. Matters arising:

   24/25-15: Following further discussion, Rob Stroud's job title had been amended to include enhancement, and 'executive' had been added to his and Tom Yates's job titles, and that of the vacant exec post, for clarity.

   24/25-63: SG had approved the new Board members by Chair's action.

   24/25-78: A further objective for Vicki Stott on supporting the resilience of the Executive team had been drafted and the wording approved by Rachid Hourizi. It read "that VS be alert to pressure on members of the executive team and the need to develop both individual and collective support mechanisms as appropriate".

Note of the Board Away Day, 24 October 2024 (Item 3, BD-24-25-13)

5. The Board received the note of the away day. The action to arrange a further Board discussion on QAA's commercial strategy was to be carried over until the vacant exec post (temporarily held by Jen Watkins) had been filled on a permanent basis.

Chief Executive's report and report of policy developments and interactions with funders and regulators in the UK nations (Item 4 BD-24-25-14)

6. Vicki Stott presented the report. The Executive team had held an away day to reflect on the restructure process and consider next steps for embedding the new structure and effecting cultural change.

7. The Board's suggestion of appointing a consultant to assist with cultural change had been followed up and a list of consultants was being considered. The chosen consultant would be introduced to staff at the staff conference in Birmingham in February.

8. QAA's values had not been refreshed since 2018, and new ones would be developed with staff from the ground up as part of the cultural change programme.

9. A consultant would be commissioned to develop a technology road map, and would work alongside the Head of IT to appraise QAA's current systems QAA and consider those it would need for the future. Once the road map had been produced, separate tenders would follow for the implementation phase, with external providers again to work alongside the IT team.

10. Work was being undertaken on the value of QAA membership to institutions, and research had been commissioned to inform a more strategic approach to the offer. Themes for membership in the coming year would include Teaching Excellence Framework (TEF) readiness, artificial intelligence and academic integrity, maintaining quality with a diminishing unit of resource and managing closure or merger situations.

11. Back-office processes around membership renewals would be streamlined. [redacted].

12. [redacted].

13. [redacted].

14. Tom Yates gave an update on the devolved nations. Debra McFarlane had been

appointed as Director of Regulatory Services, which would allow TY to step back from the start of the new year. In Scotland the new review method had been published and preparation for the first reviews was underway. [redacted].

15. In Wales, the new regulator Medr had begun work developing its approach to quality assurance. [redacted]. Nicky Callow noted that Bangor had just been through the new Quality Enhancement Review process with QAA. [redacted].

16. In Northern Ireland, QAA had submitted its proposal for a new review method and enhancement approach to the Department for the Economy. This had been well received, but QAA was waiting for its services to be procured; [redacted].

17. Rob Stroud gave an update on the contract with the Nursing and Midwifery Council (NMC) [redacted].

18. [redacted].

19. Board members asked about the challenge of managing the increased workload. [redacted].

20. [redacted]. Some lessons had been learned from the bidding process, and from the handover from the previous contractor.

21. Alex Stanley asked about QAA's positioning in the context of the anticipated higher education white paper and Spending Review. QAA was promoting its role in enhancement in England to the Department for Education, including the scope for greater alignment with the other UK nations. [redacted].

QAA Strategic risk register review (Item 5 BD 24-25-15)

22. Tom Yates presented the risk register, which had received considerable scrutiny from both Board and the Audit and Risk Committee recently; the updates were relatively minor, largely reflecting changes to ownership of mitigating actions following the restructure.

23. The main change of substance was to the people risk (O3) where the restructure had addressed many of the concerns previously highlighted but given rise to new challenges.

24. The Board noted that QAA had a strong culture of risk management, and **approved** the risk register.

European Association for Quality Assurance in Higher Education (ENQA) Action plan update (Item 6, oral update)

25. Rob Stroud presented the action plan, which was addressing the recommendations from the ENQA review in 2023 and subsequent recommendations from the European Quality Assurance Register (EQAR). Work on the final recommendations was being led by the new Head of Europe. QAA was applying for accreditation with the International Network for Quality Assurance Agencies in Higher Education (INQAAHE). RS would bring a fuller update to a future Board meeting, including a forward-looking statement on compliance.

Annual Plan update (Item 7 BD-24-25-16)

26. Rob Stroud presented the update. The annual plan approved by the Board had been aligned to the previous organisational structure. The exec team had therefore

redrawn it, to reflect the new structure, and was taking the opportunity to invite new teams to propose updates to the plan, including to key performance indicators, in January. The Board agreed it would need to scrutinise a revised version of the plan, along with a reflection of the financial impact of any changes.

27. QAA would continue to develop thinking about its membership model and if that was the right model for the sector. The Board noted that any change would need to be carefully handled.

28. The Quality and Standards team was reworking current workstreams to feed into the updated KPIs and there would be a significant acceleration of work in that space. The Quality Code Advice and Guidance and the Subject Benchmark Statements were foundational documents for the sector and a priority workstream for the team.

29. Ahead of the restructure, consideration had been given to maintaining business as usual and a project established to ensure delivery throughout the process was as little affected as possible. There had been clear handover notes provided by outgoing staff and some had stayed on beyond October to ensure delivery standards were maintained. Contracted work was going ahead as planned. Further thought was being given to how to showcase QAA and its work.

30. There was a KPI to consider a full governance review. Two further committee effectiveness reviews were planned as part of the current dip-test approach. It had been 5 years since the last external governance review; good practice suggested there was now therefore a case for another, [redacted]. QAA's next chair's opinion would be relevant.

Quarter 1 update on Finances (Item 8 BD BD-24-25-17)

31. Caroline Blackburn presented the Q1 forecast. The forecast had been realigned to the new structure and included latest known costs and vacancies, and reflected any known major changes to income streams. [redacted]

32. A full review of non-pay spend would be conducted by new heads of budget in due course. [redacted]. The Business Development team budget was based on the old structure so was currently higher than it would need to be.

33. An additional surplus was to be used to bring in some temporary staff, to ease pressure on delivery. The full annual cost of the new structure was slightly higher than first anticipated but fully budgeted for.

34. [redacted] **Action:** CB agreed to bring the full costings for implementation of the consultants' proposals in March for Board approval.

35. The Board **approved** the restructuring spend and the further spend on consultants [redacted].

Nicky Callow left the meeting.

Report on Financial Matters (Item 9 BD 24-25-18)

36. CB presented the report. The Board **approved** the addition of Rob Stroud to the bank mandate.

External Audit Findings Report (Item 10, BD-24-25-19)

37. The External Audit report had been discussed in detail in the presence of the auditors

at Audit and Risk Committee. It was a clean audit report; there were no material misstatements. Two recommended improvements to management processes had been accepted. KL noted that the Audit and Risk Committee had held a useful discussion with the external auditor, and considered it a thorough audit.

38. The Board noted the report ahead of the Annual General Meeting.

Millie Crook joined the meeting

HR Annual Reporting (Item 11, BD 24-25-20)

39. Millie Crook presented the HR reports, which looked at activity across the year. The first wellbeing survey had been conducted. The response rate had been good and feedback generally positive. QAA's approach to wellbeing needed improvement, however, and the existing offer would be refreshed in the new year.

40. The Board asked about usage of the Gloucester office, and wondered whether remote working was a factor in areas where wellbeing might be a concern The Gloucester office was under-used, as 97% of staff had opted for remote working, leaving only three staff contractually office-based. QAA would be moving to a smaller space in the same building in January. Teams were encouraged to get together in person; as QAA now recruited UK-wide, Gloucester was less and less often the most convenient location for this. [redacted]. The Board reminded the Executive to be alert to space poverty, particularly for younger staff. [redacted].

41. The survey had been carried out in April, and some of the issues raised in a particular area of the business had been addressed, including through changes in staff. [redacted].

42. The Board noted that a summary table and external benchmarking for key answers would be helpful in future. The responses to the survey would be shared with managers and staff.

43. [redacted].

44. The Board noted the importance of a statement of values for the agency, so that in shifting to a more commercial mindset and new modes of delivery, the Agency's purpose and sense of service to the sector was not lost. It would be helpful to discuss values again; MC confirmed that a consultant would be brought on board to support work on QAA's cultures and values.

45. [redacted]. Prior to the restructure it had been evident that some had been employed consistently and so additional permanent posts had been created to allow for work to be covered by permanent staff.

46. QAA was looking at the implications and benefit of accreditation as a living wage employer. [redacted].

Millie Crook left the meeting

Nicky Callow rejoined the meeting

27th Annual General Meeting with Company Members

Present

Board Members

Simon Gaskell (Chair)
Jiji Alamo
Nicky Callow
Caroline Carter
Fazal Dad
Phil Deans
Alex Fraser
Rachid Hourizi
Odette Hutchinson
Richard Khaldi
Karl Leydecker
Mirjam Plantinga
Dani Saghafi
John Sawkins
Alex Stanley
Peter Vermeulen

Authorised Company members representatives

Kirsty Conlon (representing Universities Scotland)
Dana Gamble (representing GuildHE)
Beth Cooper (representing UUK)
Gwen Williams and Chris Laity (representing Universities Wales)

Officers

Vicki Stott (Chief Executive)
Tom Yates (Executive Director of Corporate Affairs)
Rob Stroud (Executive Director of Quality Assurance and Enhancement)
Caroline Blackburn (Chief Operating and Finance Officer)
Rachel Hill-Kelly (Assistant Company Secretary)

Resolutions

Resolution 1- Report to the Company Members of the Chair and Minutes of the 26th Annual General Meeting (Item 12, BD-24-25-21)

1. The Chair welcomed members to the meeting and opened the AGM.

2. The minutes of the meeting were **approved** as an accurate record.

Resolution 2- QAA Annual Report and Financial Statements 2023-2024 and QAAE Financial Statements (Item 13, BD BD-24-25-22)

3. The wording of the annual report would be amended to reflect that Board members nominated by company members and other stakeholders were formally appointed by the Board.

4. Subject to that change, the QAA Annual Report, accounts and letter of representation were **approved**.

5. The Board and Company Members noted the QAA Enterprises' financial statements and letter of representation. [redacted]. Should QAA need a subsidiary in future, it would likely be a charitable one, so there was no prospect of QAA Enterprises being

used. [redacted]..

6. The Board and Company Members **approved** the winding up of QAA Enterprises.

7. The reappointment of Crowe as auditors for 2024-25 was **approved;** re-tendering for a QAA auditor would take place in 2025.

8. The chair closed the AGM.

QAA Board with Company Members

Update on Current Issues from the Chief Executive (Item 14, Oral Item)

1. Vicki Stott provided an update on QAA activity last year. QAA had engaged with the new government in Westminster and welcomed the publishing of the Behan review and Sir David Behan's appointment as OfS Chair. QAA continued to engage at national policy level with the Lifelong Learning Entitlement, credit transfer and approaches to quality.

2. QAA was engaging with the Department for Education around its approach to enhancing quality. Using the Quality Code as its underpinning, QAA had conducted a review of international foundation years for Universities UK. This had been well received as an example of the sector addressing its own issues and taking proactive action. [redacted]. The refreshed Quality Council had been helpful in facilitating such conversations.

3. [redacted]..

4. In Scotland QAA had launched the Tertiary Quality Enhancement Review which bought further and higher Education together into the one review method and the QAA model of quality assurance to both sectors. In Wales, QAA was delivering the Quality Enhancement Review and working with Medr on developing its approach to quality. In Northern Ireland QAA had designed and proposed a new review method.

5. In summer the milestone of the one millionth student to register on an Access to HE course had been reached. QAA was working on a comprehensive review of the licencing and regulatory frameworks for the diploma and would then develop the offering over the coming years [redacted].

6. QAA had successfully bid for a contract with the Nursing and Midwifery Council to run its quality assurance arrangements throughout the UK. QAA had also gained a contract with the Department for Business and Trade looking at barriers to entry in seven international markets. Both of these were significant votes of confidence in QAA's expertise and the value of independent quality assurance. They clearly demonstrated QAA's continued adaptation to changing policy environments and its status.

7. A new iteration of the Quality Code had been published. It was a richer and fuller version, and had been welcomed by the sector. QAA had developed it with the sector throughout the UK, and the new version was less England-focused. It was a concrete demonstration of the collective power of the sector. In February the Framework for Higher Education Qualifications had been updated and the Subject Benchmark Statements continued to be revised and extensively used. In response to concerns from providers, QAA was prioritising franchise provision in advice and guidance to complement the Quality Code.

8. QAA had signed several further memoranda of understanding with several new

countries, and now had around 30 living partnerships, through which QAA worked together with its international partners to understand quality systems and the due diligence work needed for international provision.

9. QAA conferences continued to attract speakers and attendees from around the globe, and the Agency was internationally perceived as an apex quality body. VS had been elected as president of INQAAHE.

10. The Chair noted the continuation and reinforcement of productive interactions. Company members commented that QAA's contributions were valued by the sector.

11. The Chair thanked Company Members.

Company Members left the meeting.

QAA Board/Committee Business

Annual Report on Complaints, Appeals and Legal Actions (Item 15, oral item)

61. Rachel Hill-Kelly presented a summary of complaints, appeals and legal actions. There had been none during the year, but the Governance team were not taking this as a cause for complacency. The complaints and appeals policies had received considerable scrutiny over the last couple of years from both ENQA and the Welsh Language Commissioner. The team was confident the policies were robust and fit for purpose but they would continue to be kept under review to ensure this remained the case as QAA took on new streams of work.

Appointments and Retirements to Board and Board Committees (Item 16 BD 24-25-23)

62. SG presented the appointments paper. The Board noted that chair's action had been taken in between meetings, as agreed at the previous Board meeting, to approve formally the appointment of Lucy Jones and Nicky Callow to the QAA Board.

63. TY outlined the search for the new QAA Board Chair. [redacted].

64. [redacted].

65. The Board noted the search firm had been appointed following a competitive tender process [redacted]

66. [redacted].

67. The successful candidate was Christian Brodie, and the panel recommended he be appointed. The Board unanimously **approved** the appointment of Christian Brodie as Chair of the QAA Board from 26 March 2025 to 25 March 2028.

68. SG noted that he had rightly not been involved in the process and had expressed no opinion until this point, but that (now that the appointment had been made) he considered it an extremely strong appointment.

63. The Board **approved** the appointments to the following Committees from 11 December 2024 for the remainder of the respective Board member's first term on the QAA Board:
    a. To the Audit & Risk Committee: Richard Khaldi and Jimena Alamo.
    b. To the Nomination & Renumeration Committee: Caroline Carter
    c. To the Board of QAA Enterprises: Rachid Hourizi

d. To the Wales Strategic Advisory Committee: Nicky Callow, to act as Chair and Mirjam Plantinga.

Committee Reporting (Item 17 BD-24-25-24)

69. SG noted that the Consultative Board continued to be a useful mechanism for discussion.

70. Audit and Risk Committee: KL reported that the committee had an extensive discussion on the QAA Annual Report and accounts. [redacted].

71. Student Strategic Advisory Committee: Alex Stanley noted that the in-person induction and away day had been very beneficial. It had been an engaging meeting and three main areas of focus for the committee had been agreed. These included a value for money and quality piece, with a focus on the cost of living and fee increases as it was important to ensure students understood that issues of value and quality were separate issues, and value for money was not a successful metric. JA noted that assessment and feedback, sector trends and student satisfaction would also be a focus, in particular how students were assessed on their understanding and how that is altered to accommodate student need. The quality of feedback for improvement for students, the accessibility of language used by institutions was also an issue. [redacted].

Audit and Risk Committee Annual Report to the Board (Item 18 BD-24-25-25)

72. KL presented the report. The committee would focus next year on the tender for the external auditor. Internal audits had been paused while consideration had been given as to what was most effective and would provide most value for QAA. The committee continued to be alert to the need for proactive risk management and appropriateness of the risk appetite as QAA transformed its focus.

73. The Board asked about home working and potential audit implications for remote working, or if the audit was blind to the location of work being carried out. [redacted]. KL noted that the adequacy of controls was continually considered by ARC and QAA's processes were consciously designed for remote working. The Board **approved** the report.

Policy Updates (Item 19, BD-24-25-26)

77. CB and TY presented the updates which had been amended to reflect the restructure. The Board **approved** the revisions.

Any Other Business

78. There was none

Chair's closing remarks

79. The Chair thanked members for their contributions.

Date of the next meeting

80. The next meeting would be held on Wednesday 12 March 2025 at the Jisc offices in London.

Board of Directors Action List

Minute:	Action:	Owner:	Due Date:	Update:
24-25-34	CB to bring the full costings for implementation of the consultants' proposals in March for Board approval	CB	12/3/25	