

## **Decisions and Actions of the Board meeting** **held on Thursday 18 May 2023 at 9.30am via MS Teams**

<b>Present</b>	Professor Paul O'Prey (Chair)	PoP
	Dr Ghazwa Alwani-Starr (Trustee)	GA-S
	Naomi Davenport (Trustee)	ND
	Caroline Griffith (Trustee) – from item 6.f	CG
	Alison Richmond (Trustee)	AR
	Martin Ashley (Trustee) – items 1– 7	MA
	Mike McCart (Trustee)	MM
	Professor Nigel Llewellyn (Deputy Chair & Trustee)	NL
	Francis Plowden (Deputy Chair & Trustee)	FP
<b>In Attendance</b>	Alex Barron (Chief Executive)	APB
	Francine Norris (Principal and Deputy Chief Executive)	FN
	Ian Graham (Director of Estates)	IG
<b>Apologies</b>	Mark Harty (Director of Finance and Business Systems)	MH

	<u>Action/Decision</u>	<u>Summary</u>	<u>Lead</u>
1.0		<b>CHAIR'S WELCOME</b>  The Chair welcomed the Trustees to the meeting.	
2.0		<b>APOLOGIES FOR ABSENCE.</b>  Apologies had been received from Mr Harty for the meeting.	
3.0		<b>TO REVIEW TRUSTEES' INTERESTS</b>  The Trustees confirmed that they had no new interests to declare.	
4.0	Decision	<b>MINUTES OF THE MEETING HELD ON 9 FEBRUARY 2023</b>  <b>The minutes of the meeting were agreed to be a true and accurate representation of the proceedings and were signed as such.</b>	PoP
5.0		<b>MATTERS ARISING</b>	
5.1	Action	<b>Office for Students (OfS) Annual Financial Return</b> The OfS Annual Return had been circulated electronically for Board approval and was submitted ahead of the final deadline on 15 March 2023.	MH
5.2	Action	<b>2023 Fellowships</b> The Principal and Deputy Chief Executive stated that the proposed Fellows had been contacted and all had been honoured to accept the award. Salena Godden and Joanna Moorhead would attend the Schools of Arts and Conservation Graduation at West Dean on Saturday 8 July 2023 and Sue Timney and Alexandria Dauley would	FN

		attend the School of Design Graduation at the London campus on Saturday 15 July 2023.	
6.0	Action	<p><b>CHIEF EXECUTIVE'S REPORT</b></p> <p>The Chief Executive had circulated a detailed report prior to the meeting.</p> <p>He stated that significant external economic headwinds remained following the pandemic and that although short course recruitment had returned to 90% of pre-pandemic levels, the Executive Leadership Team (ELT) was not complacent and continued to proactively address areas of concern. The Chief Executive, Principal and Deputy Chief Executive and Director of Estates delivered a presentation which highlighted the following matters:</p> <ol style="list-style-type: none"> <li>The Brand project remained on schedule to commence with a re-launch of the website in June 2023. The Trustees congratulated everyone involved on the 'exciting, inspirational and accessible' brand design.</li> <li>As part of the website relaunch, the KLC School of Design website would be integrated into the West Dean College website. Search engine optimisation had been carefully considered to ensure that West Dean College remained prominent and that the profile of KLC School of Design online did not decline following the merger. The Digital consultants and in-house Student Recruitment and External Engagement Team would remain alert to any negative impacts following the relaunch and address them swiftly.</li> <li>The ELT accepted that the Short Course market had evolved during the pandemic and the changes would be addressed by the development of new courses delivered both online and in person. Trials had been successful for shorter weekend courses and the London campus short course programme would be extended in summer 2023 with a pilot programme from across the Schools.</li> <li>Higher Education recruitment remained steady and the primary interest was in full-time rather than part-time courses. Popularity for individual subjects continued to fluctuate as in previous years and where lower interest was identified it was swiftly addressed by online media campaigns and, where necessary, changes in course format would be considered.</li> <li>The Chief Executive provided a verbal update for the successful 'Tradition/Innovation: Craft and Future Intangible Cultural Heritage' Conference held at West Dean on 30 March 2023 during which he congratulated the Principal and Deputy Chief Executive and her team for the 'quality and internationalism' of the event. The Principal and Deputy Chief Executive outlined the intended legacy of the event and stated that delegates had been enthusiastic and a future conference would be considered to extend the discussions into sustainability and heritage.</li> <li><b>Trustees expressed interest in attending any unveiling event of the Michael Armitage designed Tapestry 'John Barry, O Kelly, Sonny and Richard Moore' woven</b></li> </ol>	APB

		<p><b>in the Tapestry Studios which had been acquired by the National Portrait Gallery.</b></p> <p>Mrs Griffith joined the meeting using audio only.</p> <p>g. The Chief Executive and Director of Estates provided a detailed update for the search for alternative premises in London. <b>After careful consideration it was agreed that EJP would enter into a lease for a particular property based on the latest terms offered in Heads of Terms and the discussion during the meeting, subject to written acceptance by the landlord and satisfactory resolution of a current planning restriction around partial office use.</b></p> <p>h. The Trustees thanked the ELT for their work to secure the alternative premises.</p> <p>The Chief Executive and Director of Estates provided an update of the on-going search for alternative sites which would continue while the lease was finalised.</p> <p>The Trustees took a short break at 11.28am The meeting reconvened at 11.36am</p> <p>i. The Chief Executive provided a verbal update for the financial position and stated that while income was static, costs were increasing markedly in the current high-inflation environment. and this may delay the stabilisation of results to a breakeven EBITDA position. In response the ELT had begun a high-level business model review to consider both short and medium term actions to address any imbalance. <b>The proposed actions from the high-level business model review would be provided to the Board for consideration on 19 October 2023.</b></p> <p>The Chief Executive provided a verbal summary for the strategic cash management position and the impact of the external financial environment.</p>	<p>IG/ APB</p> <p>ELT</p>
7.0		<b>HEALTH AND SAFETY (H&amp;S)</b>	
7.1		<p><b>Health and Safety Report</b></p> <p>The Trustees acknowledged the Health and Safety Report that had been circulated prior to the meeting.</p> <p>The Director of Estates stated that work with the Insurance Broker was on-going to update the Business Continuity Plan.</p>	
7.2		<p><b>To receive a verbal update on an insurance claim</b></p> <p>The Director of Estates provided a verbal update for the ongoing insurance claim. The Trustees acknowledged the timeline of events, including the reports to Trustees which had been circulated for reference.</p>	

		Mr Ashley left the meeting.	
8.0		<b>REPORTS FROM SUB-COMMITTEES AND WORKING GROUPS</b>	
8.1		<b>Finance and Audit Committee (F&amp;AC)</b>	
8.1.a		<b>Draft Minutes of the meeting held on 18 April 2023</b>	
	Action	The draft minutes had been circulated prior to the meeting for information and the Chair of the Committee provided a verbal report of proceedings. The Trustees acknowledged that the Head of Technical Resources would attend the Board meeting on 7 December 2023 to provide an update about cyber security and <b>requested that he provide advice about the risks of staff interfacing with Artificial Intelligence (A.I)</b>	APB
8.1.b.		<b>For approval: Charity Commission Annual Report:</b>	
	Decision	The draft Charity Commission Annual Return, together with a cover note from the Director of Finance and Business Systems had been circulated for consideration prior to the meeting. <b>Approval was given for the draft Charity Commission Annual Return for the year ended 30 September 2022 ahead of the filing deadline on 31 July 2023.</b>	APB
8.1.c		<b>For approval: Fees:</b>	
		The Chief Executive provided a summary of the discussion held by the ELT prior to recommending fee changes for HE and short courses for discussion at the F&AC on 18 April 2023. Consideration had been given to the balance of the impact of high inflation on costs against the current cost of living crisis and its potentially detrimental impact on student recruitment.	
8.1.c.i.		<b>HE Fees:</b>	
	Action	During careful consideration of the recommendation for HE fees, the importance of scholarships and bursaries on accessibility was emphasised. <b>It was agreed that they would be considered as part of the ELT high-level business review as an important tool to bridge the affordability gap for students and that a proposal would be provided at a future meeting for consideration.</b>	APB
	Decision	<b>The Board regretfully, but with a keen awareness of external financial pressures, approved the following increases:</b> i. <b>Tuition fees for the 2022/23 academic year to increase by 10% with the exception of the BA (Hons) at KLC School of Design for which a 7.1% increase would be applied.</b> ii. <b>Accommodation and catering fees would rise by 10%.</b>	APB/FN
8.1.c.ii		<b>Short Course fees:</b>	

8.2	Decision	<p>The Chief Executive stated that there had been a thoughtful discussion at the F&amp;AC on 18 April 2023 and concern had been expressed about the extent to which a uniform increase in fees may impact recruitment. After careful consideration it was agreed that a nuanced approach would be taken with banded increases of 0% - 12.5%. <b>It was agreed that when the booking system was next updated, the ability to support dynamic pricing would be considered a priority.</b></p>	APB
	Decision	<p><b>The Board approved the following changes to short courses to:</b></p> <ul style="list-style-type: none"> <li>i. <b>Increase short course tuition fees by 10% overall on a nuanced basis with 50% of the increase being applied in Oct 2023 and the other 50% in April 2024.</b></li> <li>ii. <b>Increase short course accommodation and catering fees by 10% with 50% of the increase being applied in Oct 2023 and the other 50% in April 2024.</b></li> <li>iii. <b>Enable the ELT to retain the ability to reduce short course fees through targeted discounting where appropriate.</b></li> </ul> <p><b>Estate Committee</b></p> <p>The Chair of the Committee provided a verbal report of the meeting which had taken place via Teams the previous day, 17 May 2023. During the report the following matters were highlighted:</p> <ul style="list-style-type: none"> <li>• The Committee had reviewed the RIBA Stage 0 report and were encouraged by the work to date.</li> <li>• The Committee had received a presentation from Davy Horizons which provided an update on the six month progress to the Sustainability Action Plan and a presentation from Cookson &amp; Tickner on the ecological progress across the Estate. The Chair paid tribute to the Director of Estates for his engagement with the tenant farmers.</li> <li>• The first session of the staff Sustainability Working Group had been convened on 17 May 2023; the members would act as Ambassadors for sustainable activities across the Estate.</li> </ul> <p>The Trustees congratulated the ELT on the progress to date and endorsed the aspiration for West Dean to become an exemplar of sustainability.</p>	APB/ FN
8.3	Action	<p><b>Equality, Diversity &amp; Inclusivity (EDI) Working Group</b></p> <p>The minutes of the EDI Working Group meeting held on 8 March 2023 had been circulated prior to the meeting for information.</p> <p>The Chair of the Working Group provided further detail of the discussions about the legacy of the Group and stated that <b>a recommendation would be provided to the Board for consideration in due course.</b></p>	AR
8.4		<p><b>KLC Limited</b></p> <p>The Trustees acknowledged the minutes of the meeting held on 18 April 2023 and the Annual Accounts which had been circulated for information prior to the meeting.</p>	

9.0		<p><b>ANY OTHER BUSINESS</b></p> <p>The Trustees acknowledged the following information:</p> <ol style="list-style-type: none"> <li>a. The proposed meeting dates for 2024.</li> <li>b. The 2024 Graduation ceremonies will be held at West Dean on Saturday 8 July 2023 and at the London campus on Saturday 15 July.</li> </ol> <p>There was no further business and the meeting closed at 12.45pm.</p>	
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