

Decisions and Actions of the Board meeting
held on Thursday 19 October 2023 at 9.30am in The Old Dining Room,
West Dean College

Present	Professor Paul O'Prey (Chair)	PoP
	Dr Ghazwa Alwani-Starr (Trustee)	GA-S
	Naomi Davenport (Trustee)	ND
	Caroline Griffith (Trustee)	CG
	Alison Richmond (Trustee) <i>(item 1 – item 13 only)</i>	AR
	Mike McCart (Trustee)	MM
	Professor Nigel Llewellyn (Deputy Chair & Trustee) <i>(item 1 – item 13 only)</i>	NL
In Attendance	Francis Plowden (Deputy Chair & Trustee)	FP
	Alex Barron (Chief Executive)	APB
	Francine Norris (Principal and Deputy Chief Executive)	FN
	Ian Graham (Director of Estates)	IG
	Mark Harty (Director of Finance and Business Systems)	MH
Apologies	Martin Ashley (Trustee)	MA

	Action/ Decision	Summary	Lead
1.0		CHAIR'S WELCOME The Chair commended the Chefs and hospitality staff for the dinner that had been held the previous evening to mark the retirement of Alison Richmond as a Trustee.	
2.0		APOLOGIES FOR ABSENCE. Apologies had been received from Martin Ashley for the meeting.	
3.0		TO REVIEW TRUSTEES' INTERESTS The Fit and Proper Person Declarations and Declarations of Interest had been updated by the Trustees and Executive Leadership Team (ELT).	
4.0		MINUTES OF THE MEETING HELD ON 29 JUNE 2023 The minutes of the meeting were agreed to be a true and accurate representation of the proceedings and were signed as such.	
5.0		MATTERS ARISING	
5.1	Action	Minute item 6.5: Short Course Sales Campaign The Chief Executive provided a brief update for the pilot sales campaign to lapsed Short Course students and the valuable feedback it had generated. The sales campaign would be extended to all lapsed short course students and an update provided at the Board meeting on 7 December 2023.	APB
5.2		Minute item 6.7: Alternative London Premises	

	Decision	<p>The Director of Estates provided an update for the negotiations of the lease for the alternative London premises and highlighted the following matters:</p> <ol style="list-style-type: none"> Written approval had been received from the Local Authority of the non-material amendment to the planning permission. The full repairing lease included a detailed condition survey which highlighted the concerns raised about specific areas of the building fabric during the initial Trustee visit to the site. Additional information regarding uninsured risks and restrictions to the reassignment of the lease had been provided by StoneKing LLP to support the signature of the lease. The Director of Estates stated that there were no matters of concern for the Trustees. <p>The Board approved the lease, which was duly signed by the Chair and witnessed by Mr Plowden.</p> <p>The Board congratulated the Director of Estates and ELT on the successful conclusion of the lease negotiations.</p>	PoP
6.0		HEALTH AND SAFETY (H&S)	
6.1		Health and Safety Report	
	Action	<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 additional information regarding the routine audits would be included in the Health and Safety Report prepared for the Board meeting on 7 December 2023.</p>	IG
6.2		To receive a verbal update on an insurance Claim	
		<p>The Director of Estates stated that there had been no contact from the insurers since the update provided at the meeting held on 29 June 2023.</p>	
7.0	Decision	<p>Verbal Report from the Remuneration Committee meeting held on 29 June 2023 and the ad-hoc meeting held on 12 September 2023.</p> <p>The Chair of the Remuneration Committee provided a verbal report of the discussions held at the meetings on 29 June 2023 and 12 September 2023, which had led to the decision taken at the meeting on 12 September that:</p> <ol style="list-style-type: none"> a Cost of Living (COL) award of 4% would be made to all staff from 1 October 2023. It was acknowledged that the level of the award had been reached after careful consideration of the challenging economic climate. The Committee had considered the impact of remuneration on the recruitment and retention of staff balanced with a clear commitment to generate sustainable financial results. It was acknowledged that the COL would take staff on the National Living Wage (NLW) above the 2023 NLW and agreed that, if necessary, staff on the NLW would receive a further award in April 2024 to ensure that pay rates matched the 2024 NLW. <p>The Board retrospectively approved the COL award that had been implemented with effect from 1 October 2023.</p>	APB

8.0		Report from the Finance and Audit Committee	
8.1	Decision	<p>Minutes of the meeting held on 21 September 2023</p> <p>The Trustees acknowledged the minutes that had been circulated prior to the meeting. During the ensuing discussion the following matters were highlighted:</p> <ul style="list-style-type: none"> a. The Trustees approved the Committee's recommendation to implement the second 5% increase in Short Course fees for the Spring 2024 programme, subject to the ELT carrying out a review of any adverse economic indications ahead of the launch date. b. The Trustees acknowledged the significant challenges to the financial systems caused by the IT incidents in August and September 2023. The Director of Finance and Business Systems would discuss the necessity of a short delay to the start of the audit process with the Auditors. c. The Board acknowledged that they had provided electronic approval ahead of the financial year-end on 30 September 2023, for the recommended changes in the asset allocation of designated reserves in the Reserve Policy. d. The Committee had reviewed an internal audit report from Kingston City Group relating to residential property management; the report confirmed regulatory compliance. e. The Committee had reviewed the 10 highest by value suppliers and acknowledged that a tender process would be held for a specific contract in 2023/24. It had been agreed that a Trustee would be invited to participate to provide Board oversight of the process. 	APB/FN
8.2		<p>Verbal update of the ad-hoc meeting held on 11 October 2023.</p> <p>The Committee had carefully reviewed the 2023/24 budget and approved its recommendation to the Board for approval on 19 October 2023.</p>	
8.3	Decision	<p>Approval of the 2023/24 Financial budget.</p> <p>The Chief Executive presented the 2023/24 budget for approval. During the ensuing detailed discussion the following matters were highlighted:</p> <p>The objectives for the 2023/24 budget were to:</p> <ul style="list-style-type: none"> a. Reduce the Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA) deficit by 50% against the 2022/23 deficit. b. Ensure that the West Dean:London operating result was cash neutral or better. c. Manage cashflow to minimise any further disposals of financial investments. <p>Following careful consideration, the Board approved, in principal, the 2023/24 budget on the basis that the EBITDA deficit would be reduced by 50% against the 2022/23 budget.</p>	APB/MH
9.0		<p>Strategic Item 1 – Future Income Streams</p> <p>The annual Strategic meeting provided greater agenda time for the Trustees to reflect on the opportunities to maximise income generation from West Dean:London and the Estate in ways aligned with the values and goals of Vision 2030.</p>	
9.1		<p><u>Education:</u></p>	

	Action	<p>The Principal and Deputy Chief Executive provided a presentation which outlined the activities proposed in the first three years at West Dean:London:</p> <ol style="list-style-type: none"> The new campus would offer an increase in scope for growth and diversification due to the flexibility of its accommodation. The activities in Year 1 (2023/24) would be phased: <ul style="list-style-type: none"> Fit-out from the lease date until 31 December 2023 with the objective of maintaining a flexible approach to the use of the space. Phase 1 from January – March 2024 would focus on an awareness-raising PR campaign and exhibitions and pop-up events in the basement and ground floor. Phase 2 from April – July 2024 would extend activities to the first floor and include a trail blazer short course programme based on the current arts, crafts and creative writing programme. Floors 2 – 5 would be available for market hire. Year 2 would commence on 1 August 2024, following the decant from the current London Campus. The School of Design H.E courses would inhabit the second to fifth floors with the basement, ground and first floors supporting a short course and events programme and part time Graduate Diploma course. Year 3 would see the introduction of an extended portfolio of H.E courses alongside a short course programme The new H.E courses had already been validated or were currently awaiting validation. The short-course programme at West Dean:London would be complimentary to the existing West Sussex programme. <p>The Trustees discussed phase 1 of the proposed short course programme and suggested a series of ideas to raise the profile of West Dean:London which included harnessing the influence of alumni and Ambassadors and the use of items from the Collection to enhance the West Dean narrative to a new demographic of students.</p> <p>Due to the limited time available for discussions, it was agreed that additional income streams from West Dean:London would be considered further at the Board meeting on 7 December 2023.</p> <p>The formal meeting closed at 11.45pm.</p>	APB
10.0		<p>(Agenda item 11) Strategic item 2: Estate tour, including lunch (<i>Matthew Tickner (Cookson & Tickner) & Marc Odin (MJO Forestry) & Mark Roberts (Archaeologist) in attendance</i>)</p> <p>A guided tour of the Estate was undertaken by vehicle to visit sites of interest highlighted in the Sustainability Action Plan and Campus Development Plan. These included:</p> <ol style="list-style-type: none"> sites identified for disposal with residential planning permission and the creation of new woodland. A walk of the archaeological site 'Goosehill Camp.' The scheduled ancient monument in Monkton Valley. Lunch at the Shooting Lodge in Monkton Valley, during which Mr Roberts summarised the importance of the Estate landscape. The potential site identified as a future vineyard. 	
11.0	Action	<p>The meeting reconvened at West Dean College at 3pm.</p> <p>Due to time constraints, it was agreed that the discussion regarding future income streams from the Estate would be delayed until the Board meeting on 7 December 2023.</p>	APB/ IG

12.0	Action	<p>(Agenda item 13) Report from the Equality, Diversity and Inclusion (EDI) Working Group.</p> <p>The Chair of the Working Group stated that, as previously agreed, the meeting held on 4 October 2023 had been the final meeting of the Working Group and that the discussions had focussed on the proposals regarding its legacy, which the Principal and Deputy Chief Executive had subsequently summarised into a report. The Trustees acknowledged the report which had been circulated prior to the meeting.</p> <p>The Principal and Deputy Chief Executive highlighted three areas of future activity:</p> <ol style="list-style-type: none"> 1. Implementing and monitoring progress on previously identified actions: Responsibility had passed to the Department Manager's Meeting and the matter had become a standard item on its agenda to allow regular monitoring to take place against the EDI Action Plan. 2. Driving the culture forward internally: A Sustainability Working Group had been convened in 2023 which would ensure that new ideas and initiatives were implemented to support the EDI goals within the wider United Nations Sustainability Goals (UNSDG). The Working Group membership was drawn from across the organisation and would promote a scheme of 'EDI Champions.' 3. Reporting Progress to the Board: Following the recommendation of the EDI Working group, the Trustees agreed that the following matters would become standing items on Board sub-committees to ensure Board oversight of EDI matters: <ol style="list-style-type: none"> a. Estate Committee – to report on progress with issues of physical access, visitors and the wider Estate Community. b. Education Committee – to report on progress in relation to students including curriculum and Collections. c. Remuneration Committee – to report on staff issues in relation to external measures and benchmarks including gender pay gap. <p>The Chair thanked Mrs Richmond for her work as Chair of the Working Group which had ensured the Board's attention had been focussed on EDI. It was acknowledged that Mrs Richmond would retire as a Trustee following the Board meeting.</p> <p>The Chair of the EDI Working Group thanked the Principal and Deputy Chief Executive for her expertise and support on the EDI Working Group.</p>	APB
13.0		<p>(Agenda item 10) Report from the Estate Committee meeting held on 21 September 2023</p> <p>The Trustees acknowledged the minutes of the meeting which had been circulated for information prior to the meeting.</p> <p>The Chair highlighted the funding for the Sustainability Action Plan agreed in principle by Countryside Stewardship Scheme and the English Woodland Creation Offer and he paid tribute to the Director of Estates for leading positive engagement about the changes in land management with the agricultural tenants.</p> <p>Mrs Richmond and Professor Llewellyn left the meeting.</p>	
14.0		<p>(Agenda item 12) Report from the Project Steering Group (PSG) meeting held on 14 September 2023</p>	

		The Trustees acknowledged the minutes of the meeting which had been circulated for information prior to the Board meeting.	
15.0	Action	<p>(Agenda item 12b) Strategic agenda item 3: Campus Development Plan update using the physical model</p> <p>Due to time constraints, it was agreed that discussion for Strategic agenda item 3 would be delayed to the Board meeting on 7 December 2023.</p> <p>The Director of Estates handed a paper to Trustees which illustrated the current income streams from the Estate. The information would be used to inform the discussions on Strategic item 1 – areas of future income from the Estate, which would take place at the Board meeting on 7 December 2023.</p> <p>The Director of Estates provided a brief verbal update for the approach received regarding an opportunity to lease land on the Estate. An update would be provided to the Estate Committee on 18 January 2024.</p>	APB
	Decision	<p>The Director of Estates provided a verbal update for the sale of residential properties. Following detailed discussion, it was agreed that the unsold residential properties would be relaunched in late December 2023.</p>	IG
16.0		<p>ANY OTHER BUSINESS</p> <p>It was confirmed that the annual Scholars' Lunch would be held on 30 January 2023 at West Dean College.</p> <p>There was no further business and the meeting closed at 4pm, followed by a private session of Trustees.</p>	APB