

Decisions and Actions of the Board meeting
held on Thursday 7 December 2023 at 9.30am in The Old Dining Room,
West Dean College

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| Present | Professor Paul O'Prey (Chair) | PoP |
| | Dr Ghazwa Alwani-Starr (Trustee) via Teams: <i>items 1- 6.1 , items 7-10</i> | GA-S |
| | Naomi Davenport (Trustee) <i>items 1 - 7</i> | ND |
| | Caroline Griffith (Trustee) | CG |
| | Martin Ashley (Trustee) | MA |
| | Mike McCart (Trustee) | MM |
| | Professor Nigel Llewellyn (Deputy Chair and Trustee) | NL |
| | Francis Plowden (Deputy Chair & Trustee) | FP |
| In Attendance | Alex Barron (Chief Executive) | APB |
| | Francine Norris (Principal and Deputy Chief Executive) | FN |
| | Ian Graham (Director of Estates) | IG |
| | Mark Harty (Director of Finance & Business Systems) | MH |
| Apologies | None | |

| | Action/ Decision | Summary | Lead |
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| 1.0 | Action | CHAIR'S WELCOME The Chair highlighted the following matters: <ul style="list-style-type: none"> It was acknowledged that the Head of Student Recruitment and External Engagement would be unable to attend the meeting. It was agreed that she would be invited to attend the Education Committee meeting on 25 January 2024. The Chief Executive provided an update on the ongoing lease negotiations with the Weald and Downland Living Museum, ahead of the joint Board lunch later that day. | FN |
| 2.0 | | APOLOGIES FOR ABSENCE. No apologies had been received for the meeting. | |
| 3.0 | | TO REVIEW TRUSTEES' INTERESTS The Trustees confirmed that they had no new interests to declare. | |
| 4.0 | Decision | MINUTES OF THE MEETING HELD ON 19 OCTOBER 2023 The minutes of the meeting were agreed to be a true and accurate representation of the proceedings and were signed as such. | PoP |
| 5.0 | | MATTERS ARISING Verbal Report from the Remuneration Committee meeting held on 29 June 2023 and the ad-hoc meeting held on 12 September 2023. The Chief Executive stated that since the meeting, a 9.8% increase to the National Living Wage with effect from 1 April 2024 had been announced in the Autumn Statement. | |

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| 6.0 | | <p>CHIEF EXECUTIVE REPORT</p> <p>The Chief Executive provided an update which highlighted the following matters:</p> <ol style="list-style-type: none"> Student recruitment data remained positive with HE programmes on target and Short Course bookings higher than at the same date in 2022. The Director of Estates provided an update for the ongoing sale of residential properties. The Director of Estates provided a verbal update for the negotiations with agricultural tenants as part of the Sustainability Action Plan. The Principal and Deputy Chief Executive provided a verbal update of the ‘particularly strong’ outcome of the recent revalidation of the School of Conservation by the University of Sussex (UoS), which had included eight commendations. <p>Paul Burt, Head of Technical Resources joined the meeting.</p> | |
| 6.1 | Action | <p>IT Infrastructure Update</p> <p>The Head of Technical Resources provided a verbal update for the ongoing activities to resolve the impacts of the recent major IT incident:</p> <ol style="list-style-type: none"> An IT Pathway had previously been approved by the Board. The move to secure cloud-based services had commenced prior to the recent incident, however the infrastructure failures had significantly accelerated the urgency for new systems and the associated infrastructure. It was acknowledged that the 2023/24 operating capital expenditure budget would be invested entirely in IT. An external audit had provided reassurance that the proposed investment was appropriate. The Head of Technical Resources provided a high level schedule for the work already underway and stated that, following a selection process, a company had been appointed to design, implement and provide training for the changes to the network. Considerable work was underway to update the existing stock of laptops. The Trustees acknowledged the recommendation that, in future, end user hardware should be replaced on a rolling 5-year programme. A discussion took place which outlined the importance of both the Customer Relationship Manager (CRM) system and Student Information System, (SIS), alongside the move to a new Virtual Learning Environment as part of the planned integration of the School of Design systems. It was agreed that the existing IT Plan of Action would be updated to illustrate the prioritisation of actions and costs ahead of consideration at the Finance and Audit Committee (F&AC) meeting on 18 January 2024. <p>The Chair thanked the Head of Technical Resources for his detailed update.</p> <p>Paul Burt (Head of Technical Resources) left the meeting</p> <p>Dr Alwani-Starr left the meeting.</p> | PB/ APB |
| 6.2 | | <p>The Trustees continued a detailed discussion which emphasised the importance of the following matters:</p> <ol style="list-style-type: none"> The Customer Relationship Management (CRM) system as part of the drive for future student growth. IT investment at an appropriate level, including a routinely updated condition survey for hardware and infrastructure. | |

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| 6.3 | Action | c. To ensure future good governance, it was necessary to identify the background to the current IT situation. It was agreed that as a result of her professional experience, Dr Alwani-Starr would meet the Head of Technical Resources to discuss IT processes and structures. To inform the future strategy, a written update would be provided at the Board meeting on 22 February 2024 to illustrate the key lessons learnt from the IT incident and subsequent activities. | GA-S |
| | Action | | APB |
| | | Chief Executive Report - continued | |
| | | The Chief Executive continued his update on activities: | |
| | Action | a. The Principal and Deputy Chief Executive provided an overview of student recruitment, including the uplift in promotional activity following the change in digital marketing agency as part of the brand project in 2023. It was acknowledged that the growth of student numbers was central to increased income and it was agreed that a report on student numbers would be included in all future Chief Executive reports. | APB |
| | Action | b. In the absence of the Head of Student Recruitment and External Engagement, the Principal and Deputy Chief Executive delivered the presentation on marketing activity: <ul style="list-style-type: none"> i. The website had been reinvigorated as part of the brand project to deliver a better user experience. The Trustees recommended that a greater emphasis should be placed on student ‘vox pops’ and that student blogs and video should be placed more prominently on the website. ii. A new Student Recruitment Advisor role had been created for the School of Design and additional online events had been introduced to support the recruitment process across the College. iii. Plans were in place to extend outreach events to enhance the pool of potential students for the College and encourage a more diverse range of applicants. iv. Changes made to the structure of some short courses had attracted new audiences from a younger demographic and the financial return from investment in digital marketing had grown. v. Plans were in place to update the marketing of the short course programme to new audiences, including the standalone promotion of West Dean:London and it's new short course programme. An update on the marketing strategy for West Dean: London would be provided at the Board meeting on 22 February 2024. vi. The Trustees acknowledged the video produced for the window display at West Dean:London. They recommended that the crafts should be reordered to prioritise those available at West Dean:London. | FN |
| | Action | | FN |
| | Action | c. During a brief update for the Campus Development Plan, the Chief Executive stated that the costed RIBA Stage I report would be provided for consideration at the Board meeting on 22 February 2024. | APB |
| | Action | d. The Chief Executive provided a summary of the proposed activities to reduce the 2023/24 Earnings Before Interest, Taxes, Depreciation, and Amortisation (EBITDA) deficit. Regarding a potential change to the catering charging model, it was agreed that a detailed proposal would be presented to the Board meeting on 22 February 2024. | APB |
| | Action | e. The Chief Executive summarised the discussions that had been held with NatWest regarding current loan covenants. | |
| | | The meeting adjourned at 12 noon for a short break. | |

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| | | The Director of Estates stated that there had been no contact from the insurers since the update provided at the meeting held on 19 October 2023. | |
| 9.0 | | REPORTS FROM THE SUB-COMMITTEES | |
| 9.1 | | Education Committee meeting held on 9 November 2023 | |
| | Action | <p>The Committee acknowledged the minutes which had been circulated prior to the meeting.</p> <p>A brief verbal update was provided by the Chair of the Committee, who highlighted the following matters:</p> <ul style="list-style-type: none"> a. Discussions were underway to ensure that the voice of students from the School of Design would be represented more directly to the Committee. b. The Committee emphasised the importance of continued support for Student Welfare resources. c. The accessibility concerns raised by the Student Association President regarding the accessibility of the Gardens, particularly at night-time, would be shared with the Director of Estates. | FN |
| 9.2 | | Governance and Nominations Committee | |
| 9.2.1 | Action | <p>To receive the nominations for appointment to the Education Committee</p> <p>Following a recommendation from the Committee, the Board approved the appointment of Dr Alwani-Starr and Ms Davenport to the Education Committee and agreed that following the retirement of Professor Llewellyn on 27 June 2024, Dr Alwani-Starr would assume the role of Chair.</p> | PoP |
| 9.2.2 | Action | <p>To receive the nominations for the appointment of Trustees</p> <p>Following a recommendation from the Committee, the Board approved the appointment of Kevin Edgeley and Yen-Yen Teh as Trustees of The Edward James Foundation Limited with effect from 22 February 2024.</p> <p>The Trustees acknowledged that an additional candidate would be interviewed on 8 January 2024, following which a recommendation for approval may be made electronically to the Board.</p> | PoP |
| 10.0 | | <p>ANY OTHER BUSINESS</p> <p>There was no further business and the meeting closed at 1.09pm.</p> <p>Following the Meeting, the Board met Trustees from the Weald and Downland Living Museum for an informal lunch in the Oak Hall.</p> | |