



Non-confidential Minutes for the SAE Institute UK Board of Directors

Meeting Date: 16th May 2018, 1.00pm-3.00pm

Venue: SAE Institute UK, Armstrong Road, Littlemore Park, OX4 4FY

Present:

Members in attendance: Olivia McLaughlin, General Manager UK (GM), Paul Grant, Director of Finance Shared Services Europe (DoFSSE), Emily Culverhouse, Chair (Chair)

Non-Members in attendance: Peter Hudson, Director of Marketing and Student Recruitment (DoMSR), Richard Wilson, Finance Business Partner (FBP), Vinay Trivedi, Commercial Finance Analyst (CFA), Saad Qureshi, Dean UK (DU)

Secretary: Emma Smith, Registry and Data Officer (RDO)

Apologies: Danni Williams, Executive Assistant to the CEO (EA)

Agenda

	Lead	Time
1. Welcome	OM	10 mins
2. Minutes of Last Meeting	OM	-
3. Matters Arising	OM	-
4. Terms of reference of Board of Directors To receive an update on the governance arrangements till now and proposed changes To approve the terms of reference	OM/SQ	45 mins

<p>To formally adopt an external governance code either the Committee of University Chairs or UK Corporate Governance Code</p> <p>To consider the scheme of delegation and recommend any aspects to change</p>		
<p>5. Appointment of Chair for the Board of Directors</p> <p>To appoint a Chair from within the external member(s)</p>	All	10 mins
<p>6. Value for Money Strategy and Report</p> <p>To review the value for money report</p>	RW	15 mins
<p>7. Establishing an Audit and Finance Committee</p> <p>To approve the terms of reference</p>	RW	10 mins
<p>8. Report on application to register with the Officer for Students</p> <p>To receive a report on the progress made with the application to register with the new regulator for Higher Education in England, the Officer for Students</p>	SQ	25 mins
<p>9. Any Other Business</p>	Chair	5 mins
<p>10. Date of Next Meeting</p>	Chair	17th October 2018

Notes

1. Welcome, Introductions and Apologies

1.1 The GM welcome everybody and gave an introduction today's meeting of members and non-members

1.2 Discussion held on further areas of expertise needed on the Board in Finance & Technology

1.3 GM gave an overview of who SAE are, and its relationship with Navitas and how this board will be involved. The Board of Directors will be responsible for helping the Executive Leadership Team (ELT), support the 3 year plan strategy and help to oversee effectiveness of risk, internal controls, finance, and risk register.

2. Minutes of Last Meeting

N/A

3. Matters Arising from the last meeting

N/A

4. Terms of reference of Board of Directors

4.1 Document BOD18-1.01 New Governance Chart and Summary.

- DU went through document 1.01.
- The Board of Directors is the first meeting happening today. 4 UK Campuses owned by SAE Education Limited. This is a division within SAE Institute Global. SAE is within the Careers and Industry (C&I) group of Navitas.
- 6 SAE regions are together and report to the Navitas leadership team. It's important to note that SAE does prepare and submit its own budgets and develop its own strategic plans and has always enjoyed significant autonomy in the UK.. This was in place until April 2018. From April 2018, the UK board of Directors was formed.
- SAE's partner company are based in Australia and as part of Office of Students all decisions must be made in the UK. Navitas will still have a contribution to make as part of an additional layer of scrutiny.
- A new committee "Audit and Finance Committee" to exist. New to this year. It is a sub-committee of the Board of Directors and will report to the Board
- The Academic Board will submit an annual / yearly report to the Board of Directors. The next meeting is set for next week (Tuesday 22nd May) in Glasgow
- **NOTED**

4.2 Document BOD18-1.02 SAE UK Draft BOD Terms of Reference

- Everyone given time to read this during the meeting
- DU gave an overview of the document and the key points
- Meetings to mostly be held in Oxford but may swap to London depending on need
- **Terms of Reference APPROVED**

4.3 Document BOD18-1.03 Adoption of a Governance Code - Summary of Compliance with the Code of Governance for Higher Education

- Adopting a Governance code
- As part of OfS SAE is being treated equally and fairly and will be considered a HEP (Higher Education Provider) and not an AP (Alternative Provider)

- Code contains 7 primary elements and 47 elements. Pages 2 to 3 list these
- A self assessment report conducted was presented.
- Members satisfied with the self assessment and would like continued updates.
- **BOD18-1.03 APPROVED**

4.4 Document BOD18-1.04 SAE UK Scheme of Delegation

- Shows the breakdown of sign off for SAE
- It was suggested that the Scheme of Delegation be revised to include the Board of Directors role
- **BOD18-1.04 APPROVED SUBJECT TO ABOVE CHANGES**

5. Appointment of Chair for the Board of Directors

- Emily Culverhouse was appointed as Chair and proceeded to Chair the remainder of the meeting

6. Value for Money Strategy and Report

6.1 Document BOD18-1.05 SAE UK Value for Money Strategy and Report

- There is now a requirement was demonstrate value for money
- A strategy has been made and presented in the report
- It's not just about the saving costs but managing the money we do have and how we can maximise the student experience. It is about demonstrating effectiveness, efficiency, and economy
- Everyone is responsible for the student experience and ensuring it is the best it can be
- The report shows what SAE hasdone, while the strategy hopes to show what SAEcan do. SAE has already had robust processes in place but this framework is now a holistic approach
- This report is to be produced yearly
- **NOTED**

7. Establishing an Audit and Finance Committee

- This is a sub board to the Board of Directors meeting
- Board in the process of being created / funded
- FBP to sit in the Audit and Finance Committee
- **Renamed to:** Audit, Finance and Risk Committee
- Risk Register to be included
- **Terms of Reference Approved**

8. Report on application to register with the Officer for Students

8.1 Document BOD18-1.07 SAE UK Report on OfS Application Progress

- OfS comes into play for the students.

- New regulatory framework consultation launched in October 2017 with consultation responses submitted by SAE and by other universities to submitted and all documented outcomes published in December 2017.
- SAE are considered as an Alternative Education Provider as SAE is validated by Middlesex University
- SAE has to make an application and submit it by May 23rd- SAE has been working on towards this and the deadline will be met.

4. Any Other Business

- It was discussed as to where the minutes shall be stored and published. A question was posed as to how externals could view minutes and how the public can view the minutes.
- VAT Court Case currently being pursued by SAE was brought up to update external members. New appeal date for October is expected.

5. Date of Next Meeting

17th October - in London - Time *TBC*

Action Table

Item	Action	By Whom	Deadline
4 - BOD18-1.04 SAE UK Scheme of Delegation	To be reviewed by the ELT members and confirm all positions are all correct and any changes to be made. To be approved by external members and the BoD by end of June for sign off CEO (Scott)	ELT	End of June
7	GM to check with her contact whether she would be interested to Chair the Audit, Finance and Risk Committee	GM	As soon as possible
7 - BOD18-1.06 SAE UK Draft Audit and Finance Committee Terms of Reference	Sentence on page 2 point i "a) To approve the annual budget of the Company" to be changed in the TOR to "To confirm the annual budget of the company is approved and ready for final sign off by Navitas"	DU	As soon as possible

9 - Marketing	PH to liaise with the marketing team on creation of a new website tab for the viewing of all public version of the Board meeting minutes and a board of directors page (to include a photo, brief bio)	RDO	By the next meeting
9 - Secretary	New Secretary to arrange logistics for externals to be able to access the minutes	RDO	Completed
9 - External work by Board Members	DU to look into the Chairs previous work for us and whether it's a conflict of interest.	DU	Completed - No conflict of interest