

**MINUTES
OF THE MEETING OF THE BOARD OF DIRECTORS OF
THE COLLEGE OF LEGAL PRACTICE
COMPANY NO. 11734212
VIDEOCONFERENCE
17 JULY 2023 AT 8.30AM (BST) 5:30PM (AEST)**

Present: Mr Richard Clark (Chair)
Mr Neville Carter AM
Mr Joseph Catanzariti AM
Mr Jacques Cadranel
Ms Isabel Parker

In attendance: Mr Giles Proctor (Chief Executive Officer)
Mr Peter Liver (Chief Operations Director)
Ms Kathryn Laurie (Group Company Secretary)
Ms Monica Patel (Group Chief Financial Officer)
Mr Michael Gunn (Chair Programme Committee)

1.0 MEETING ADMINISTRATION

The Chair opened the meeting.

1.1 Introduction to Jacques Cadranel

The Chair welcomed Mr Cadranel to his first Board Meeting.

1.2 Apologies

There were no apologies.

1.3 Minutes

Minutes of the following meeting:

- Board Minutes – 20 April 2023
- Nominations and Governance Committee Meeting – 26 April 2023
- Board Minutes – 9 May 2023
- Programme Committee – 4 July 2023,

are ***attached for noting and adoption.***

1.4 Declaration of Interests

There were no declarations of interest.

2.0 Business Reports

2.1 Report of the Chief Executive Officer

The Chief Executive Officer requested that the Board take his report as read. There were no matters to highlight.

The Group Chief Executive Officer referred to paragraph 5.1 of the report and observed the simplification of the College's curriculum is the single largest issue facing the Board at the present time,.

Mr Cadranel enquired about the immediate priorities of the Chief Executive Officer noting the significant increase in budgeted revenue for 2023/24. He enquired about revenue sources that are firm and would likely replicate in 2023/24 and targeted revenue sources.

It was explained that the legal profession is currently in transit from an old regime of regulation. Enrolment numbers are a reflection of the executive's judgment and how quickly the legal profession will move into the new regime.

Resolution:

The Board received and noted the report of the Chief Executive Officer.

2.2 Report of the Chief Operations Director

The Chief Operations Director requested that his Board paper be taken as read. He advised the Board he had received formal notification from the Office for Students regarding their internal processes to assess the College during their probationary period with degree awarding powers. The new processes are more streamlined. There will continue to be virtual visits. The College has a strong discipline of providing all relevant documents as and when the documents are required, which is an important compliance matter for the College.

Resolution:

The Board received and noted the report of the Chief Operations Director.

2.3 Financial Report

The Group Chief Financial Officer discussed her report,

Resolution:

The Board received and noted the report of the Group Chief Financial Officer.

2.4 Applications/Enrolments

The Chief Executive Officer discussed his report, in particular he noted the following:

- This report is an action item arising from the Board's Planning Conference in April 2023.
- The report will continue to be developed.
- The current report is an overview. In the next report the Executive team will analyse targeted enrolments against the actual numbers.

The Board noted it is a very useful agenda item

Resolution:

The Board received and noted the joint report of the Chief Executive Officer and the Chief Operations Director.

(Mr Michael Gunn entered the meeting – 9:00am)

2.5 Programme Committee Chairs Report

The Programme Committee Chair provided an oral report, in particular he noted the following:

- The Committee has had the opportunity to refine and reflect on the programme.
- A new student member has joined the Committee who will provide good insight.
- The continued benefit of the Australia/UK link and staff development.

The Board had no matters to raise. The Chair foreshadowed to the Chair of the Programme Committee a review of the Programme Committee Terms of Reference.

On behalf of the Board, the Chair thanked the Chair of the Programme Committee for the work undertaken by the Committee.

(Mr Michal Gunn left the meeting – 9:03am)

Resolution:

The Board received and noted the report of the Programme Committee Chair.

3.0 Special Business

3.1 Equality, Diversity, and Inclusion Framework Update

The Board commended the Chief Operations Director on the report observing that student recruitment and student profiling is positive for the College's proposition and brand.

Resolution:

The Board received and noted the joint report of the Chief Operations Director.

3.2 Outcomes Arising from the Board's Planning Conference April 2023

Resolutions:

The Board:

1. received and endorsed as an accurate record the Board Planning conference notes

- for each of sessions 1-4 – **Attachment A**
2. noted and endorsed the actions from each session for continued implementation and consideration by the Senior Executive.

3.3 COLP Governance Review

The Group Company Secretary discussed her report, in particular she drew the Board's attention to the approvals she was seeking.

In light of previous discussions at the commencement of the Board meeting relating to the review of the Programme Committee's Terms of Reference it was noted that sections relating to policy approvals within the Corporate Governance Code may need to be revisited at the same time.

Resolutions:

The Board:

1. Received and noted the report of the Group Company Secretary;
2. Approved the appointment of Jacques Cadranet as the Chair of the Audit, Risk and Compliance Committee
3. Approved the updated Corporate Governance Code as detailed in Attachment A to the Board paper
4. Noted the revised status update regarding the implementation of recommendations arising from the Governance Review as detailed in Attachment B to the Board paper;
5. Delegated authority to the Chair and Chief Executive Officer to determine the final form Minutes for publication on the College of Legal Practice website including what commercially sensitive or confidential information may need to be redacted; and
6. As recommended by the Nominations and Governance Committee, approve the:
 - i. renaming of the Nominations and Governance Committee to the Nominations Committee;
 - ii. revised Terms of Reference as detailed in Attachment C to the Board paper
 - iii. Director Skillsets as detailed in Attachment D to the Board paper

3.4 COLP 2023/24 Business Plan

The Chief Executive Officer discussed his report, in particular he noted the Business Plan reflects planning for the next year in the context of group planning with quarterly milestones.

Resolution:

The Board received and noted the report of the Chief Executive Officer.

3.5 Remuneration Framework

The Chief Executive Officer discussed his report, in particular he noted the following:

- The executive team have been working with consultants who have produced an initial report.
- The Board will need to see the financial analysis of the report which will be presented to the Board at its August meeting.

The Chief Operations Director noted the College is unusual and it is challenging to benchmark it across the sector. There is not a natural fit which led to the broad approach taken by the consultants. The Group Chief Executive Officer explained the same challenges are faced by the parent College.

Resolution:

The Board approved the methodology of the report and noted the financial analysis will be included in the report and brought back to the Board for approval.

3.6 Annual Recognition Awards

Resolution:

The Board approved the methodology of the report and noted the financial analysis will be included in the report and brought back to the Board for approval.

Resolutions:

The Board:

1. Received and noted the report of the Group Chief Financial Officer;
2. Approved the use and retention by COLP of the Subscription Funds in accordance with the Directions provided by COL Hold Co.
3. Authorised any two of the Directors or one Director and Group Company Secretary take all further actions as may be necessary or reasonably required to effect the Share Issue, including the updating of COLP's register of members, the signing of the Share Certificates and the making of all necessary filings required by law, including those to be made to the UK Companies House.
4. Authorised any two of the Group Chief Executive Officer, Chief Executive Officer, Group Chief Financial Officer, Chief Operations Director and Group Company Secretary to take such further action as may be necessary or reasonably required to effect the transaction contemplated by the Board paper including without limitation, the execution of any required documents or agreements.

4.0 Status Reports

4.1 Business Development, Communications and Marketing Report

The Chief Executive Officer discussed the report, in particular he noted the following:

- Partnerships secured with Keele and Middlesex University will see some enrolments in 2023 rather than 2024 as foreshadowed.

Resolution:

The Board:

1. noted progress made.
2. provided observations and comments.

5.0 ANY OTHER BUSINESS

There were no other items of business raised.

The meeting closed – 9:19am

Next Meeting

- 29 August 2023