

Board Meeting

Date	16 March 2023
Time	10.00 to 13:00
Location	IMA Board Room, Swansea Civic Centre / Microsoft Teams
Present Attendees	Sir Ashley Fox, Chairman Leo O'Reilly, Non-Executive Member Joyce Cullen, Non-Executive Member Ronnie Alexander, Non-Executive Member Kate Chamberlain, Chief Executive (Executive Member) Andrew Bagley, Director of Governance and Corporate Services (Executive Member) Pam Everett, Director of Operational Delivery (Executive Member)
Virtual Attendees	Punam Birly, Non-Executive Member Marcus Killick, Non-Executive Member
Additional attendees	Rhys Davies, General Counsel (Advisor – all items, present) Juan Garzon, Head of Governance (Secretariat – all items, present) Helena Geach, Lead Inquiry Manager (Item 14 – present) Nathan Salmon, Head of Intelligence, and Inquiries (Item -14) Anna Meredith, Head of Communications and Strategy (items 11 present)

1. Welcome

1. The Chairman welcomed everyone to the meeting.
2. KC advised the board that she had resigned as Independent Member of the Joint Audit Committee of South Wales Police and South Wales Police and Crime Commissioner with effect from 15 March 2023. She has taken up the post as Chair of the Wales Audit Office with effect from 16 March 2023. This has been recorded in the declaration of interest log.
3. No interest was declared by any member in relation to the items to be discussed at the meeting today.

Action: JG to ensure that the declaration of interest form is available with the papers in forthcoming Board meetings.

2. Previous Minutes and Actions

4. Minutes from the previous meeting (15 December 2022) were approved subject to minor amendments at page 2 and 5. They will be published on the IMA website.
5. Actions were reviewed, updated, and closed where relevant.

Action: JG to ensure action log is presented in a separate document (other than the excel spreadsheet) and contains only actions from last meeting and actions in progress.

3. Chairman's Report

6. AF presented a report of his activities since the last Board meetings in line with the paper available. The Board noted that a key focus of the Chair during this period has been the CEO's recruitment. The CEO is to be appointed by the non-Executive directors who have met and agreed the process and timetable outlined in the chairs report.
7. The Board noted that Baroness Ludford, a member of the House of Lords was going to make an oral question in the House of Lords for a government response following the decision of the High Court on the IMA's case on the implementation of the EU Settlement Scheme. The Board noted that this is helpful.

Action: AB/JG to send to NEDs a copy of AF's letter to the Secretary of State in relation to the framework document.

Action: Secretariat to set up a meeting between AF and the MoJ HR director of operation Dave Mann - to introduce IMA as an organisation prior to his participation in the CEO recruitment.

4. Feedback from Board Committees

8. Each of the Committee Chairs provided a brief overview of recent discussions at committee meetings held since the last Board meeting. Verbal updates supported the respective minutes circulated with meeting papers.

HR and Remuneration Committee

9. The Committee discussed the CEO recruitment, and reward and pay. On wellbeing, the committee noted that IMA has a lot of support in place for staff and that it is key to raise awareness of this among staff. There is an ongoing discussion about policy and content, and new policy implementation is being re-prioritised.

Delivery and Impact Committee

10. The Board noted that the minutes available in the pack were comprehensive. Nothing else added by way of feedback from the committee. Paragraph 12 of the minutes is to be amended to reflect that our online portal is in English only, not Welsh.

Audit and Risk Committee

11. LO provided a verbal update of this meeting. Key highlights include discussion on gifts and hospitality, risk management policy (which was approved), financial accounts and external audit.
12. The Board discussed the engagement with the GIAA. It was noted that a finalised proposal for their audit programme 23/24 has not been confirmed. Further discussions between ET and GIAA are expected with a view to confirming the programme in May prior to next Audit Committee.
13. There were two ARAC meetings scheduled in the summer, in May and June, however the committee agreed to cancel the meeting in May given the revised external audit timetable. In June the discussion will focus on substantial issues on the draft accounts (subject to external audit review) and any year end activities.

Action: Secretariat to cancel the ARAC meeting in May.

5. Litigation Panel six-monthly update

14. RD presented this item in line with the paper available. The increased volume of litigation and legal activity during the six-month period was highlighted. There continue to be resource issues in the team to cope with demand and risks have been identified around volume of cases. There are however mitigations in place and planned to include developing triage arrangements and use of external legal resource such Browne Jacobson LLP.
15. From September 2022 to March 2023, the Panel has met on 4 occasions to consider 13 separate issues and cases. In addition to the above, updates to the Panel and minor decisions have taken place via correspondence.
16. The Board noted following a question from a member that in addition to organisations such as the 3M, other charities such Public Law Project, who promote access to justice, and Black Europeans, who monitor the EU Settlement Scheme and UK/EU policies are approaching the IMA to intervene in cases. Also, the Board noted that more lawyers in private practice are approaching IMA to seek advice and draw on our legal expertise.

6. Chief Executive Report

17. KC handed to PE who provided a report on complaints. The numbers received this year so far are slightly lower compared to last year. The Board noted however that the delayed communications campaign has just been launched and it is expected that this will have an impact on the number of complaints. PE also provided an update on the status of the issues raised by the EU delegation at the IMA Board strategy day in September 2022.
18. The Board noted two complaints, one in relation to university fees in Scotland and another related to living / occupational benefits. The Board also discussed the position on registration of new-born children. The IMA has followed up with the EU delegation on this

issue. No other intelligence or evidence that this is causing a particular problem in practice has been identified.

19. KC provide an overview of the stakeholder engagement during this period which included a visit to the Welsh Senedd, Westminster and the Scottish Parliament. The Board also noted engagement with COSLA, a councillor-led, cross-party organisation who represents Scottish councils. A visit to the Northern Ireland assembly also took place on 21 February which offered a helpful opportunity to engage with Northern Irish officials and a small number of members
20. The Board received feedback on the CEO's meeting with Lord Kinnoull, the chair of the European Union Committee, which took place on the 8 March. KC also referred to the expected question from Baroness Sarah Ludford in the House of Lords (see par 7 above).
21. The Board noted the good results of the people survey as outlined at paragraph 23 of the CEO's update paper. The Board congratulated management for the good outcome.
22. The Board noted progress on the IMA's Media campaign. Radio and Social Media campaign content have gone live w/c 13th March. KC explained the process and governance controls that are taking place to check on any communication message. This includes weekly forward plans on media posts and weekly message reviews by the Executive Team.

Action – At the September Board meeting PE to present to the Board a list of issues raised by the EU delegation and report whether we have considered them and what is the current position.

7. Finance Report

23. AB presented an update on the IMA's financial position as of 31 January 2023, in line with the paper available to the Board.
24. The Board noted that the combined Admin and Programme Full Year Forecast shows a potential underspend of £423K (£320k underspend as reported at the end of December). This is largely due to reduced expenditure forecasts across travel and legal, and reduced forecasts for Programme Agency Staff costs. The Board approved in December the release of any surplus back to MoJ. The amount was not deemed significant and remains with IMA until 31st March 2023.
25. The Board noted the indicative budget for 23/24 which is £5,522k and the relevant changes to the 22/23 budget (paragraph 16 of the paper). The indicative budget is based on spending review figures provided to the IMA during 22/23 but after an ask to find 1.2% savings.

Decision: The Board approved the indicative budget 23/24 proposal and approved the MoJ requested amendments to control totals as asked in the finance paper.

8 Risk Management Policy

26. AB presented this item to the Board in line with the paper available. The Board noted the changes suggested to the risk management policy and noted that the amended version has been approved by the Executive Team on 22 February and ARAC on 9 March.
27. The Board was satisfied that the policy as amended was comprehensive and robust and commended IMA's risk culture. The board raised a concern in relation to paragraph 2.9 as it felt that the reference to the Data Protection Officer in that paragraph was unnecessary.

Action: JG to remove the reference to the IMA's data protection officer at paragraph 2.9 of the risk management policy.

Decision: The Board approved the updated risk management policy.

9 Corporate Issues and Risk Register

28. AB presented this item to the Board in line with the paper available. The Board noted the current risks and issues to the organisation. The Board noted that the legal team has re-opened the issue related to the capacity of the legal team to manage volume of work.
29. The Legal team have set out actions to manage this issue, including identifying work that can be outsourced to Browne Jacobson LLP during times of high demand. Additionally, workload will be prioritised within the team to ensure that high importance tasks are completed. This may however have a negative impact on other departments of the IMA when legal review of less urgent work is required. It is expected that this high demand on the Legal Services team will continue up to the second quarter of 2023.
30. The Board noted the two current risks in the corporate risk register which are the highest risks in the organisation i.e., COR_032, relating to the impact of reduced budget allocation from the MoJ for future financial years and LEG-018, reflects the risk that the IMA is unable to effectively run and respond to the increase in volume of litigation work.
31. Mitigations for COR-032 include that there has been robust controls and mitigations put in place, including improved forecasting and a recent review of our budget requirements for next year. There is however uncertainty as to what will be the final allocation from MoJ.
32. The Board also noted the new risks around the CEO recruitment , including failure to recruit a permanent new CEO; inability to identify an interim CEO; loss of Corporate Knowledge and inadequate onboarding of the new CEO.

10. Performance Dashboard 22/23

33. AB presented a report on IMA's performance in line with the paper available to the Board. Of 21 performance measures, there are currently no measures in red or amber and we expect all measures to be fully achieved by the end of the financial year, with one possibly being not applicable due to IMA's not having received Subject Access Requests (SARs) this year.

34. The board noted the end of year narrative for each measure which will be considered for the IMA's Annual report 2022/23 and commended the good results. The Board noted however an inconsistent current performance commentary for measure C4 - *Publish reports on key legislation which affects the rights of EU and EEA EFTA citizens and their family members* (pg. 18 of paper). This was due to an error in this section of the paper which referred wrongly to the annual survey.

Action: Governance team to ensure that current performance and end of year narratives for measure C4 is consistent with its description and is accurately reflected in the Annual Report.

11. Annual Report to the Specialised Committee and Joint Committee (paper)

35. AM provided an update on progress of the annual report on the implementation and application of Part 2 of the Withdrawal Agreement to the Specialised Committee on Citizens' Rights, established by Article 165(1)(a) of the withdrawal agreement.
36. The structure of the report was approved at the December Board meeting and follows the structure used for the first report which was well received by both committees where the IMA has liaised with both the EU Commission and the EFTA Surveillance Authority to agree a joint approach to the production of the reports including a joint proforma to gather information from the UK Government, devolved administrations, and Gibraltar.
37. The Board noted that information from all devolved powers have been received however it was noted that the response from Northern Ireland was fuller than last year, but could be developed further.

Action: AM to draft a letter from the IMA chair to send to the Sec of State for Northern Ireland copying all representatives of all the political parties at the Northern Ireland Assembly raising our concerns over contributions to the Annual Report.

12. Board Succession plan (paper)

38. JG presented an updated Board succession plan to the Board in line with the paper available. The updated plan addresses the following points raised by the Board in December:
- Inclusion of Board Succession planning for Executive Board members.
 - How frequently the plan would be reviewed by the Board clearly defined.
 - The role of the Senior Independent Director was referred to in the succession plan and it was acknowledged that he will be replacing the chair on temporary basis in case of his sudden departure.
 - RAG status timescales relating to time remaining on Board terms redefined.

- Removal of reference to the use of an employment recruitment services when recruiting non-executive Board members (this was removed).

39. The Board noted the improvement of the succession plan and discussed the need to have more detailed information on the key responsibilities of executive team members to tailored more specific succession plan actions.

Action: Governance team to lead on the creation of Executive Team annexes (including for the CEO) to the Board Succession plan to outline the key responsibilities of each ET role so suitable succession arrangements can be discussed.

Decision: The Board approved the proposed Board Succession Plan

13. IMA Intelligence Capability (paper)

40. NS provided an update to the Board on the current review of the IMA intelligence capability. This work is considering the appropriateness of our intelligence gathering, including stakeholder engagement, and strengthening our intelligence processes.
41. The Board noted that the IMA is in the process of benchmarking our activity with comparable organisations such as the Independent Chief Inspector of Borders and Immigration (ICIBI) and the Equality and Human Rights Commission (EHRC).
42. IMA is also in discussions with the Professional Head of Intelligence Assessment (PHIA) who have agreed to review our proposals as they develop. The interim review and wider work were discussed at a recent ET Strategy session, and it was agreed that further work was required to improve intelligence capability.
43. The Board noted that we are currently developing proposals for a full review of intelligence capability and the organisation design processes will be used to shape organisational structure, aligning with the business purpose and strategy of the IMA. This work is expected to be conducted in the next few months and for changes to be implemented from autumn 2023 onwards.

14. Inquiry Update (paper)

44. The Board received a comprehensive update on progress of the Certificate of Application (CoA) Inquiry from HG. The Board welcomed the update and the provisional conclusions.

AOB

45. None raised.

Meeting Closed.