

121st Meeting of the Board of Governors
MS Teams- online only
Thursday 23 June 2022, 10:00 AM — 12:00 PM BST

Present:	Lynn Dobbs Baron Anyangwe Harini Iyengar Margaret Farragher Renarta Guy Rolande Anderson Shefaly Yogendra Tim Cochrane Rosemary Benson Tricia Croasdell Urmi Dutta- Roy Yasmeen Bashir Rishi Trikha	Vice Chancellor Independent Governor Independent Governor Independent Governor Independent Governor Independent Governor Interim Chair of the Board of Governors Independent Governor Staff Governor Independent Governor Independent Governor Student Governor Academic Governor
Also present:	Eugene McCrossan Gary Davies Nikki Le Faou Zainab Khan Amy Rogerson Valerie Leipheimer Julie Hall Denise Morrison	Chief Operating Officer Deputy Vice Chancellor (SR&BD) University Secretary PVC Learning and Teaching Head of VC's Office Board Apprentice DVC (Academic) Incoming Student Governor
Apologies:	Anders Krohn Rohin Aggarwal	Independent Governor Independent Governor

1 Welcome, Apologies, Announcements and Declarations of Interest

Presented by Shefaly Yogendra

Apologies: Apologies had been received from Independent Governors Rohin Aggarwal and Anders Krohn.

Departures: It was noted that Independent Governors Rolande Anderson and Harini Iyengar and Student Governor Yasmeen Bashir were attending their last meeting. The Board offered their thanks to departing members of the Board of Governors.

Chair's announcement: The Interim Chair of the Board of Governors advised that Independent Governor Frances Trought had resigned from the Board with immediate effect on 21 June 2022. It was noted that time-pressures had been cited as part of Frances' reasons for tendering her resignation, it was confirmed that the Governance Committee had made significant updates to Governor recruitment process to ensure that time-commitments were made clear to prospective Board members following feedback received in response to the annual Board and Committee effectiveness questionnaires earlier in the year.

Declarations of Interest: Independent Governor Rolande Anderson declared an interest as a Trustee of St. Mungo's Homelessness Charity.

1.1 Minutes of 5th May Strategy Session and Board meeting

For Approval - Presented by Shefaly Yogendra

The minutes of the 5th May Strategy Session and Board meeting were approved as a correct record.

1.2 Matters arising not covered elsewhere

For Noting - Presented by Shefaly Yogendra

There were no matters arising.

2 Governance Matters

2.1 Appointment of the Chair of the Board of Governors and proposal to remunerate

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented a proposal to appoint Tijs Broeke as Independent Governor and Chair of the Board of Governors with effect from 1 July 2022, the report included recommendations in respect of remuneration on the recommendation of the Governance Committee and People and Remuneration Committee.

Tijs was interviewed by the Governance Committee's Selection Panel in October 2021 as part of the original recruitment campaign. The Director of HR had advised was not necessary for the panel to reconvene, and the selection panel confirmed by circulation that they recommend the appointment of Tijs as the Chair of the Board of Governors.

In considering the proposal to recommend the appointment of Tijs as the Chair of the Board of Governors the Board considered his application and updated CV provided within the agenda document pack. In particular the Board was invited to consider Tijs' role at the City of London. Whilst many institutions shy away from appointing elected individuals to their Boards, there are no restrictions within the Articles and Regulations to do so. Tijs has confirmed that he does not currently serve on the City of London's Committee that looks at rental and properties and a list of his Committee memberships as part of that role was provided in the report.

The report had been updated following its consideration by the People and Remuneration Committee following a request for the report be prepared to provide assurances around Tijs' understanding of the time-commitment. It was confirmed that the advert for the role provided clear guidance around the expected time-commitment which was referred to as 'substantial', the advert had advised candidates that the time commitment was around four days per month during the academic year. The recruitment consultancy that has supported the recruitment campaign had advised that they had since discussed the time-commitment with Tijs on a number of occasions. The recruitment consultant advised that in these discussions he had reiterated the information regarding time-commitment in the recruitment material, and Tijs was confident that this would not be prohibitive and he would be able to work his existing portfolio around the commitment expected. He had also advised that he would wish to give the role his full focus, and would be very comfortable to commit beyond the minimum time commitments as needed.

As part of the recruitment exercise Tijs had confirmed that he would require remuneration in recognition of the role, consideration to this has been made by the Governance Committee and

People and Remuneration Committee. The People and Remuneration Committee had recommended an appropriate range for remuneration on the basis of benchmarking information provided. In approving the recommendation to remunerate, the Board took into account the specific provisions of the University's Articles of Association and Charity Commission Guidance and applied its collective mind to the question of the appropriateness to remunerate the role on the basis of the following:

- i) The recruitment exercise (and previous recruitment exercises) had demonstrated that there was a strong appetite for remuneration of these roles in the sector and that all reasonable steps to recruit an unpaid trustee with the right competence and skills had been undertaken;
- ii) conflicts of interest could be managed via the usual processes in accordance with the University's Articles of Association (and that it would not be appropriate to establish a separate process);
- iii) Remuneration would be based on the recommendation of the People and Remuneration Committee which had decided upon the basis of benchmarking information. recommendation of the People and Remuneration Committee;
- iv) Management was aware of the requirement to document the amount of remuneration fully in the University's annual report and accounts;
- v) Performance would be managed via the existing performance management process for Governors;
- vi) consideration to reputational risks had been undertaken. There were no financial risks to the Charity and the decision to remunerate would not affect the University's ability to carry out its purpose;
- vii) Duties could not be spread among other trustees as the remuneration;
- viii) Remuneration would be made in recognition of a specific set of duties (e.g. ambassadorial)
- ix) The roles of the Chair and Chief Executive (Vice Chancellor) are separated. The Articles stipulate that neither staff nor student members of the Board are eligible to serve as Chair of the Board;
- x) Trustees, excluding conflicted trustees can form a quorum to deal with performance reviews, judge value for money and if necessary terminate payments;
- xi) The Board also gave consideration to the Office for Students' Public Interest Governance Principles, in particular the 'Fit and Proper Persons' requirement.

Those involved in the selection process confirmed that Tijs was a very experienced Board person, and had demonstrated very clearly that he understood the demands of the Chair role. It was also noted that following the completion of the selection process repeated assurances had been given around time -commitment which included a follow-up discussion meeting with the Chair of the Governance Committee.

The Board discussed the considerable time commitment currently being made by the Interim Chair to the Board. It was confirmed that the proposed incoming Chair had been updated on the matter of time commitment as fully as possible with appropriate considerations to confidentiality.

In relation to performance monitoring the Governance Committee and People and Remuneration Committee had highlighted the need for robust arrangements for managing performance to ensure that Schedule 6 (3) of the University' Articles of Association continues to be met. Remuneration makes it essential for there to be a robust system of Governor appraisal to assess and manage performance. The annual appraisal system for Independent Governors previously approved by the Board must be fully implemented.

Conclusions

The Board of Governors approved the recommendation to appoint Tijs Broeke as Independent Governor and Chair of the Board of Governors subject to further discussions around time-commitment which could not be fully defined, and approved the proposal that his appointment is subject to remuneration in line with the benchmarking information provided at section 5 of the report in recognition of Tijs' experience, the demands of the role and the University's willingness to retain him.

2.2 Independent Governor Appointments

For Approval - Presented by Nikki Le Faou

The Governance Committee considered a report from the Governance Committee that presented proposals for the appointment of four Independent Governors.

Over the course of 2021/22, the Governance Committee, assisted by the University Secretary, had led a process on the Board's behalf for searching for four Independent Governors to fill upcoming vacancies. [REDACTED] was appointed as recruitment consultants to assist in the search and a selection panel was identified by the Chair of the Governance Committee.

s.43
FOIA -
commer
cial
interests

From the applications, five candidates were invited to interviews which took place on 6 May 2022 and 13 May 2022. [REDACTED]

[REDACTED]. The panel for these (varied slightly across the two interview sessions) was:

s.40(2) FOIA - personal informaton

- Margaret Farragher (Chair)
- Urmi Dutta- Roy
- Lynn Dobbs
- Rishi Trikha
- Yasmeen Bashir (6 May only)
- Denise Morrison (13 May only)
- Nicola Le Faou

The unanimous agreement of the selection panel was to recommend four individuals for appointment to the Board, now presented on the recommendation of the Governance Committee following their 18 May 2022 meeting. The CVs for the individuals, Valerie Leipheimer, Linda Patterson, Usman Khan and Muniya Baura were presented to the Board for their consideration.

In considering the proposal, it was noted that the in making the recommendations the selection panel had been mindful of the skills matrix and it was confirmed that the Board's diversity targets continued to be included as a key objective for recruitment exercises. The Board requested that future reports of this kind be presented to include skills matrix mapping information.

Conclusions

The Board of Governors approved the Governance Committee's recommendation that Valerie Leipheimer, Linda Patterson, Usman Khan and Muniya Baura be appointed as Independent Members of the Board of Governors commencing 1 August 2022.

2.3 Board and Committee nominations and appointments

For Approval - Presented by Nikki Le Faou

The Board of Governors approved the Governance Committee's recommendation for the following appointments commencing 1 August 2022:

- i) Urmi Dutta-Roy as the Chair of the Finance and Resources Committee;
- ii) Tijs Broeke, Linda Patterson and Muniya Baura as members of the Finance and Resources Committee;
- iii) Usman Khan as Chair of the People and Remuneration Committee;
- iv) Usman Khan as a member of the Governance Committee, and;
- v) Valerie Leipheimer as a member of the Audit and Risk Committee.

2.4 Board Regulations

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented the annual review of the Board Regulations on the recommendation of the Governance Committee. The key proposals for change presented as part of the review were:

- i) Removal of the reference to the Privy Council (this was removed from the Articles of Association in March 2022 following information received from the Privy Council);
- ii) Revisions to reflect that meetings may be virtual only;
- iii) Revisions to reflect the agreed timescales for publication of minutes (approved by the Board of Governors in November 2021);
- iv) Reflect the change in number and composition of Board following the addition of another Student Governor position within the Articles of Association (approved March 2022);
- v) Reflect the current committee structure
- vi) Reflect the current SLT structure
- vii) Proposed revision to 4.8 (Governor Remuneration) to reflect the confirmation from the Charity Commission received in January 2022 that the Board has the power to remunerate members of the Board of Governors (and does not require Charity Commission approval) provided trustees are satisfied that it can meet the requirements of its Articles and has due regard for Charity Commission guidance.

Two minor amendments had been made to the review since it had been considered by Governance Committee, this was in line with the key changes and was to reflect a change in responsibilities from Finance and Resources Committee to People and Remuneration Committee.

Conclusions:

The Board of Governors approved the proposed changes and noted the reminder of the importance of the Board Regulations as one of the University's key Governing documents.

2.5 Appointment of Student Union Representatives

Oral update - Presented by Nikki Le Faou

The Board of Governors noted that Incoming Student Union President Denise Morrison would join the Board of Governors in July. The Student Union President was a member of the Board ex officio. The Students' Union would advise in due course regarding the nominee for the second student representative role on the Board of Governors.

3 Vice Chancellor's report (including Academic Matters)

For Noting - Presented by Lynn Dobbs

The Board of Governors considered the Vice Chancellor's report to the Board. The key points considered were as follows:

- i) **Inflation:** The University was considering the impact of inflation on students and staff and were looking at a number of mitigating actions such as timetabling for students and reducing travel expenses. The University was also reviewing the hardship fund. The Board requested a report be submitted to the next meeting in relation to the work undertaken to address inflationary pressures for students and staff.
- ii) **Possible recession:** The Board of Governors requested a paper be developed regarding the University's approach in a possible pending recession.

Conclusions

The Board of Governors noted the Vice Chancellors report.

4 Degree Apprenticeships

For Noting - Presented by Julie Hall

The Board of Governors considered a report that presented details of the two professional degree apprenticeship programmes offered by London Met, and the institution's potential next steps into this market.

Conclusions

The Board noted the update on Degree Apprenticeships.

5 Centre for Equity and Inclusion Update

For Noting - Presented by Zainab Khan

The Board of Governors considered a report that presented a summary of the Centre for Equity and Inclusion's activity since the Board's March meeting, along with Fair Outcomes and EDI updates.

There had been a huge amount of work in the last few weeks that stemmed from advancing the University's Athena Swan application, particularly in the field of advancing women in their career. The University had also concluded an 18 month cycle of extensive staff development via the inclusive behaviours programme and the Education for Social Justice training.

Throughout June the University had been marking the road to Pride month, there had been a campaign of education, celebration, awareness raising events and activities for staff and students to participate in.

In relation to Graduate Outcomes it was noted that the data suggested that interventions put in place between the Schools and Careers and Employability Service were having a positive impact on graduate employment. The Board requested the next iteration of the report be presented to the next meeting to include details of the graduate unemployment rates when compared to London.

The Board also requested that a future report be presented in relation to the University's ongoing engagement with Stonewall.

The Board was advised that an update on the impact of the Freedom of Speech bill would be presented at a later date.

Conclusions

The Board of Governors noted the May 2022 Centre for Equity and Inclusion report.

6 Student Governor's Reports

For Noting - Presented by Yasmeen Bashir

The Board received the Students' Union update report.

7 Finances

7.1 Financial Forecasts

For Noting - Presented by Eugene McCrossan

The Board noted the April 2022 financial reforecast.

7.2 Financial Management Report

For Noting - Presented by Eugene McCrossan

The Board noted the May 2022 monthly financial management report that showed the University was continuing to perform well against its financial targets.

7.3 Budget 2022/23

For Approval - Presented by Eugene McCrossan

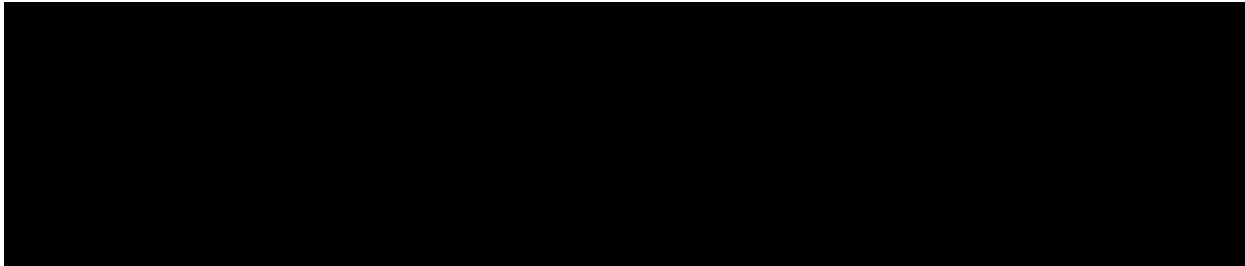
The Board of Governors considered a report that presented the draft Budget for 2022/23 for approval on the recommendation of the Finance and Resources Committee.

The Board was advised that University has a strategic planning process that culminates in the preparation of the annual budget. It contains estimates of income and expenditure and includes details of capital expenditure plans and the impact of these on cash flows.



s.43(2)
FOIA -
commercial
interests

The Budget was broadly in line with the forecast approved by the Board and sent to the Office for Students in February 2022.



The Board was advised that a plan was under development regarding investments, a report would be submitted to the Finance and Resources Committee in due course.

The Board noted that it was expected that the University would end the year with £80m cash owing to the slowing of some activities.

It was noted that the transformation of the University's accounts has been a whole Senior Leadership Team effort, supported by an excellent Senior Management Team and an impressive staff base.

Conclusions

The Board of Governors approved the Budget 2022/23.

8 Reports from Sub-committees

Owing to time constraints it was agreed that the following items would be considered for approval by circulation:

- i) Student Protection Plan, Refund and Compensation (on the recommendation of the Academic Board);
- ii) Degree Outcomes Statement (on the recommendation of the Academic Board);
- iii) Student Partnership Agreement, and;
- iv) Honorary Awards hiatus (on the recommendation of the Governance Committee).

8.1 Governance Committee

For Noting - Presented by Margaret Farragher

The Board received the report from the Governance Committee covering the meeting held on June 2022.

8.2 People and Remuneration Committee (minutes)

For Noting - Presented by Rolande Anderson

The Board received the minutes of the June 2022 meeting of the People and Remuneration Committee.

8.2.1 *Staff Survey (linked)

For Noting

The Board noted the staff survey report.

8.3 Finance and Resources Committee

For Noting - Presented by Urmi Dutta- Roy

The Board received the report of the Finance and Resources Committee covering the June 2022 meeting.

8.4 Academic Board

For Noting - Presented by Julie Hall

The Board received the report of the meeting of the Academic Board held on 8 June 2022.

Tackling Harassment and Sexual Misconduct

For Noting - Presented by Julie Hall

The Board noted the report.

8.4.5 *Annual report on academic misconduct, appeals, student discipline and complaints (linked)

For Noting

The Board received the annual report on academic misconduct, appeals, student discipline and complaints.

8.5 Audit and Risk Committee

For Noting

The Board received the report of the Audit and Risk Committee meeting held in May 2022.

8.5.1 Internal and External Audit - contract extension

For Approval - Presented by Eugene McCrossan

The Board of Governors considered a report that presented a proposal to extend the Internal and External Audit contracts by one year on the recommendation of the Audit and Risk Committee.

In June 2019 the Board of Governors approved the appointment of Deloitte (internal audit) and KPMG (external audit) to deliver internal and external audit services on the recommendation of the Audit Committee. Each contract was approved on a 3 (+1) year basis, to commence from 1 August 2019. At the end of July 2022, the University needed to communicate with the service providers its intention to extend the contracts for the final year, subject to their agreement.

Conclusions

The Board of Governors approve the extension of the audit contracts with both Deloitte and KPMG for the final year of the contract.

8.5.2 *Fraud Deep dive (linked)

For Reference

The Board received the Audit and Risk Committee's report following its March 2022 deep dive into fraud and fraud susceptibility.

8.5.3 *Risk Management update (linked)

For Noting

The Board received the Risk Management update as considered by the May 2022 Audit and Risk Committee meeting.

8.5.4 *Cyber Security update (linked)

The Board received the Cyber Security update as considered by the May 2022 Audit and Risk Committee meeting.

9 Any Other Business and Close

The Board offered their thanks to Rolande Anderson, Harini Iyengar, Frances Trought and Yasmeen Bashir for their contributions to the University and to the Board.

Actions

Item	Paragraph	For action by who	By when	Update on action
Appointment of the Chair of the Board of Governors and proposal to remunerate	The Board of Governors approved the recommendation to appoint Tijs Broeke as Independent Governor and Chair of the Board of Governors subject to further discussions around time-commitment which could not be fully defined, and approved the proposal that his appointment is subject to due diligence.	Chair of Governance Committee	ASAP after meeting	Completed- confirmed by email held on file.
Independent Governor appointments	The Board requested that future reports of this kind be presented to include skills matrix mapping information.	University Secretary	-	Noted for future reports
Vice Chancellor's report (including academic matters)	The Board requested a report be submitted to the next meeting in relation to the work undertaken to address inflationary pressures for students and staff.	Vice Chancellor	October 2022 Board of Governors meeting	On agenda
Vice Chancellor's report (including academic matters)	The Board of Governors requested a paper be developed regarding the University's approach in a possible pending recession.	Vice Chancellor	October 2022 Board of Governors meeting	On agenda