

125th Meeting of the Board of Governors
TM3-03 Roding building, yellow zone, Holloway Campus (N7 8DB)
Thursday 23 March 2023, 10:10 AM — 12:00 PM GMT

Present:	Lynn Dobbs Renarta Guy Rosemary Benson Urmi Dutta- Roy Rohin Aggarwal Denise Morrison Tijs Broeke Muniya Barua Linda Patterson Usman Khan Valerie Leipheimer Tammika Chambers Margaret Farragher	Vice Chancellor Independent Governor (online) Staff Governor (online) Independent Governor (online) Independent Governor (online) Student Governor Independent Governor and Chair of the Board of Governors Independent Governor Independent Governor Independent Governor Independent Governor (online) Independent Governor Independent Governor (online)
Also present:	Eugene McCrossan Gary Davies Nikki Le Faou Julie Hall Deon Butler [REDACTED] S.40(2) FOI - personal information Alice Rhoades	Chief Operating Officer DVC for SRBD University Secretary (online) DVC (Academic) Director of Marketing and Communications Lodestone Consulting Governance Officer (minutes)
Apologies:	Baron Anyangwe Shefaly Yogendra Rishi Trikha Tricia Croasdell	Independent Governor Independent Governor Academic Governor Independent Governor

1 Welcome, Apologies, Announcements and Declarations of Interest

Apologies: Apologies had been received from Staff Governor, Rishi Trikha, and Independent Governors Shefaly Yogendra, Baron Anyangwe and Tricia Croasdell.

Welcome: The Chair of the Board welcomed [REDACTED] (Advance HE) attending the meeting as part of the ongoing Governance review. 40(2) FOIA - personal information

The Chair welcomed those joining online, and encouraged in-person attendance for meetings of the Board wherever possible in future.

Announcements: The Chair requested that the Board's thanks to Independent Governor Tricia Croasdell be put on record. Tricia was due to step down from the Board of Governors on 23 March 2023, and had sent her apologies to the meeting.

1.1 Minutes of 124th meeting of the Board of Governors

Presented by Tijs Broeke

The Board of Governors approved the minutes of the 124th meeting of the Board of Governors.

1.2 Minutes of the January 2023 Strategy Day

Presented by Tijs Broeke

The Board of Governors approved the minutes of the January 2023 Strategy Day.

1.3 Matters arising not covered elsewhere

There were no matters arising

1.4 Confidential Chair's announcement

For Noting - Presented by Tijs Broeke

The confidential minute of this item can be found in the confidential annex and will be available to members of the Board of Governors only.

2 Vice Chancellor's report

For Noting - Presented by Lynn Dobbs

The Board of Governors considered the Vice Chancellor's report to the Board of Governors.

The key points of note were as follows:

i) The Lifelong Learning (Higher Education Fee Limits) Bill had been introduced in Parliament in February with a view to deliver LLE from 2025. The LLE will significantly change access to post-18 education by providing learners with a loan entitlement to the equivalent of four years of post-18 education to use over their working lifetime. The Deputy Vice Chancellor was monitoring the progress and guidance which will be reviewed and debated during the implementation of the bill, to include the identification of potential opportunities for the University. The Board would return to the matter in due course when more detail becomes available.

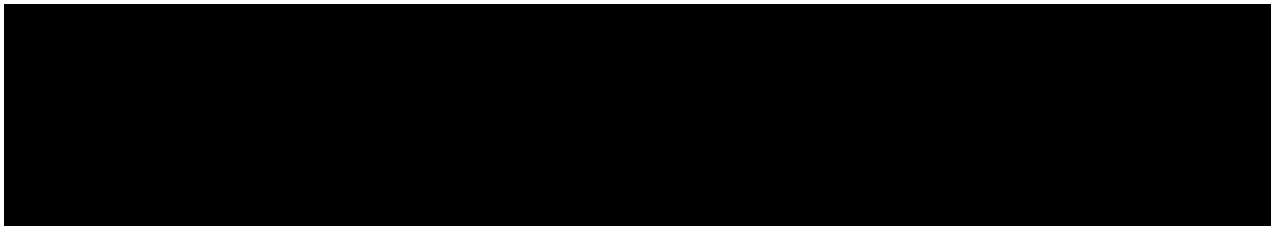
ii) Nearly twenty institutions had been informed that they may face action as part of a joint claim for a refund of tuition fees due to disruption to their education during Covid lockdowns and restrictions. Nearly 90,000 students had joined the claim. During lockdowns and periods of restriction the University delivered exceptional teaching to our students, as evidenced by the NSS scores for the period. The University had not been named in the claim.

iii) The OfS had launched a consultation on tackling harassment and sexual misconduct, the OfS is proposing that relationships between staff and students should be documented or banned. The University was reviewing its existing relationships at work policy to ensure it adequately protected staff and students.

iv) The Vice Chancellor provided an update on the Office for Students' request for information on the

University's partnership management processes, to which the Board had first been alerted in November 2022. The Vice Chancellor and Chief Operating Officer had met with the Office for Students following a receipt of a letter from the Office for Students on 14th March which outlined a series of next steps. The letter had been added to the agenda document pack, to which a response would be sent in the coming days seeking further clarification.

v) The Board of Governors were advised that the Vice Chancellor was in the process of preparing a report to return to the consideration of making an additional one off payment to staff given the University's strong financial position. The matter would be managed by circulation.



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vii) The University had applied and been granted 4050 CAS allocations (up from 2750 in the previous year. It was expected that this change would drive up to £60m of revenue.

viii) Interviews for the Pro Vice Chancellor Student Experience had taken place on 22 March, the University was planning to appoint two individuals following completion of the exercise: PVC Student Experience (Curriculum and Staff Development) and PVC Student Experience (Services and Outcomes). The Board welcomed the appointments, in particular with consideration to SLTs current workloads.

Conclusions

The Board of Governors noted the Vice Chancellor's report.

3 Strategic Discussion

3.1 Public Affairs/ Communications plan

For Discussion - Presented by Gary Davies

The Board of Governors was joined by the Director of Marketing and Communications and a representative from the University's Public Affairs consultancy, Lodestone.

The Board received the University's communications plan, which had been designed to ensure the University's mission was widely understood. The University's work with Lodestone was intended to support 'owing the local' and developing the University's global impact. It was noted that the University was sector leading in terms of its civic work and commitment to social justice, consequently the University was well placed to influence associated policies going forward. The Board was keen for the Communications Team to consider how best it could leverage the skills of the Board of Governors to support with that activity.

The Board noted that the communications team was in the process of developing a rolling-brief outlining key messages. The Board welcomed the idea of having a data bank of key messages for individuals to call upon when attending networking events, which would be particularly useful in their roles as advocates for the University.

The Board requested that consideration be given to how the communications team might wish to use the Board's networks, and to how best to develop Alumni activity, noting that this area was particularly underdeveloped at present. The Board requested that the work on monitoring perception on impact of the communications plan be presented to the Board of Governors in due course.

4 Items for approval

4.1 Public Interest Disclosure Policy

Presented by Nikki Le Faou

The Board of Governors considered a report that presented an update to the review of the Public Interest Disclosure Policy. The first iteration of the review had been considered at the November 2022 Board of Governors meeting, following which it had been updated to take into account the Board's comments and a benchmarking exercise had been undertaken. The policy had been also been updated to include a step-by-step guidance document and flow chart of the process to be followed by those using the policy.

In presenting the policy it was highlighted that some further amendments to the policy had been made following its consideration by the Governance Committee and the People and Remuneration Committee on the recommendation of Advance HE who were leading on the University's external Governance Review. The changes were provided as tracked amendments within the appendix to the report, and were intended to provide greater clarity around roles and escalation points.

Conclusions

The Board of Governors approved the Public Interest Disclosure (Whistleblowing) policy.

5 Standing items

5.1 Academic Matters, Student Experience (including CEI and Apprenticeships updates)

For Noting - Presented by Julie Hall

The Board of Governors considered the Academic Matters and Student Experience report.

It was noted that:

i) The annual academic promotions round was underway, decisions would be made by the summer.

ii) Academic Schools had completed their strategic planning for 2023/23. Changes included an increase in student numbers and in collaborative partnerships, a shift from Undergraduate to Postgraduate, a phasing out of Level 3 foundation year and growth in international recruitment as the market for UK HE adapts to global economic and demographic forces.

iii) New courses planned for September 2023 continued to progress successfully through the validation process and launches were planned with key employers and sector organisations such as the Nursing and Midwifery Council (NMC). The Board welcomed the news that the University's

Nursing provision had passed NMC's gateway one without any recommendations. The Estates Strategy was continuing as planned to prepare new spaces for Nursing, Physiotherapy, and the Built Environment. It was confirmed that new staffing requirements driven by the changes were actively being addressed.

iv) The National Student Satisfaction Survey was launched in February and results were due in July 2023. Response rates were on target to reach an institutional response rate of 80%.

v) Short life working groups continued to develop the new Learning and Teaching Strategy and international student support. It was noted that the Learning and Teaching Strategy would be presented to the Board of Governors in the coming months.

vi) A working group had been set up to consider London Met's approach to AI platforms such as Chat GPT, following a discussion paper provided to the Senior Leadership Team in February. The Board requested that consideration to addressing the safeguarding implications of the new technology (e.g., generation of false information, identities, images, targeted ads to influence behavior, phishing attacks and malicious software) be prioritised, noting that academic considerations were likely to take longer. A statement for students on the use of AI had been added to the University's website. The output of which would feed into the University's Learning and Teaching Strategy.

vii) Two colleagues had been put forward for the National Teaching Fellowship awards - [REDACTED]

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viii) A review of Associate Lecturer arrangements was under review. The Board requested that the output of the review be submitted to the People and Remuneration Committee for consideration.

Conclusions

The Board of Governors noted the Academic matters and Student Experience report.

5.2 People Strategy

Presented by Usman Khan

The Board of Governors received the People Strategy update report that had been considered by the People and Remuneration Committee (PRC) at their meeting on 6th March 2023. The strategy would be subject to further review at the PRC's September meeting to monitor progress on implementation.

It was noted that feedback received from staff as part of the Vice Chancellor's recent roadshows in response to the People Strategy had been very positive.

It was noted that consideration to how best to measure impact of the strategy was underway, initial discussions regarding the development of balance-score cards.

Conclusions

The Board of Governors noted the update on the People Strategy.

5.3 Student Governor's Report

Presented by Tammika Chambers

The Board of Governors considered the Student Governor's report which is a standing item.

In relation to the Student Leadership Elections it was noted that the SU had received the highest ever

number of nominations from students wanting to be a part of the SU leadership team. The candidates' campaigns were well underway, and the election was due to close on 24th March. The Board requested a short information note be circulated to the Board of Governors outlining the results of the election.

In considering the report the Board of Governors noted that the report indicated that the SU President was working alongside the Estates team to locate and prepare 2 rooms for Christian students to have space to pray on campus. Due to the limited space on campus, the team would be looking into identifying more multicultural prayer space.

Conclusions

The Board of Governors noted the report.

6 Finance

6.1 Financial Management Report- January 2023

Presented by Eugene McCrossan

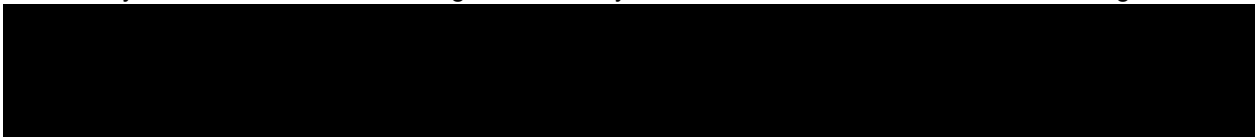
The Board of Governors noted the Financial Management Report.

7 For information

7.1 QAHE report - approved by circulation February 2023

For Noting - Presented by Eugene McCrossan

The Board of Governors received the QAHE report which had been approved by circulation in January 2023. The Board had delegated authority to the Vice Chancellor and the COO to sign off



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Conclusions

The Board noted the report and noted that 'Partnership's would be added as a regular item to the work plan, with a fuller item to be considered at the June 2023 meeting.

7.2 *Ongoing conditions of registration- mapping

For Noting

The Board of Governors considered a report that presented a mapping exercise of the University's compliance with the Office for Students' ongoing condition of registration. It was noted that section F: Accountability for Fees and Funding would be updated to reflect recent developments.

8 Reports from sub-committees

8.1 Audit and Risk Committee- 22nd February 2023

For Noting - Presented by Shefaly Yogendra

The Board of Governors noted the report of the Audit and Risk Committee's February meeting.

8.1.1 *Risk Management

The Board noted the Risk Management report which had been reviewed by the Audit and Risk Committee at their February meeting.

8.1.2 *Health and Safety

The Board noted the Health and Safety report which had been reviewed by the Audit and Risk Committee at their February meeting.

8.2 Academic Board - 1st March 2023

For Noting - Presented by Julie Hall and Margaret Farragher

The Board noted the report of the Academic Board's March 2023 meeting.

8.3 Terms of Reference

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented proposed amendments to the Academic Board's Terms of Reference. The changes related to membership only. A benchmarking exercise had been undertaken to bring membership inline with practice across the sector and with consideration to work loads.

The key changes to membership for implementation in the new academic year was highlighted as follows:

- I) Addition of the Chief Operating Officer as an ex-officio member
- II) Removal of the Head of Student Services, Deputy Dean for Students and Heads of Student Experience from the membership to avoid duplication and with consideration to workloads
- III) Reduction in the number of student representatives from 4 to 2 to align to sector norms.
- IV) Addition of the Director of Digital Transformation

Conclusions

The Board approved the Terms of Reference for implementation in 2023/24 academic year, and requested that the reporting from Academic Board be systematised.

8.3.1 Safeguarding Policy

For Approval - Presented by Julie Hall

The Board of Governors considered the Safeguarding report which provided, with reference to the Deloitte internal audit, an update on the University Safeguarding reporting and data and analysis and a new well-being strategy. The report also presented the Safeguarding Policy for approval.

It was noted that the report presented a newly formalised reporting process, consisting of presenting Power BI and Talk Campus Data in a structured format to support the measurement of progress.

It was noted that the University had seen an increased number of safeguarding concerns raised across the University. Safeguarding reports increased by 504% between 2020 (45) and 2021 (227) and a further 196% in 2022 (447). The university was adopting both preventative and reactive measures to address the overall wellbeing and respond accordingly to reports of concern.

Conclusions

The Board approved the Safeguarding report and authorised the Deputy Vice Chancellor to make amendments to the policy to include consideration to the possible implications of Generative AI.

8.3.2 Annual report on misconduct, appeals, student discipline and complaints

For Noting - Presented by Julie Hall

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

8.4 People and Remuneration Committee- 6th March 2023

For Noting - Presented by Usman Khan

The Board of Governors noted the report of the People and Remuneration Committee. It was noted that the one-off-payment would be approved by circulation. [Post meeting note: This would be managed in accordance with the two-step-approval process agreed at the November 2022 Board of Governors meeting, approval to the payment was sought from the Board of Governors by circulation].

8.5 Finance and Resources Committee- 9th March 2023

For Noting - Presented by Urmi Dutta- Roy

The Board of Governors noted the report of the Finance and Resources Committee's 9th March meeting.

8.6 Governance Committee - 16th March 2023

For Noting - Presented by Margaret Farragher and Usman Khan

The Board of Governors noted the report of the Governance Committee meeting which had taken place on 16th March 2023. The Board highlighted the key points of note as follows:

i) The annual Governor Review process had completed; the output of that exercise would be

circulated to Governors shortly. It was noted that no concerns had been flagged as a result of the activity. The output of the exercise would be used to identify development opportunities for Board in the coming year. Individual opportunities for development would continue to be identified by the University Secretary, with links to be shared to Governors that may be of particular interest to them. Governors would continue to be invited to reflect on their development needs on an annual basis as part of the annual review process.

In terms of feedback, in addition to using formal touchpoints, the Chair encouraged the Board to adopt an 'open door' approach to provision of feedback to facilitate early changes where opportunity for improvements were identified.

ii) The Governance Committee had considered the annual item on Board diversity. The committee had given particular consideration to the current Board diversity targets and had requested that this be revised with consideration to the 2021 census and consideration to the University's student body (noting that this changed over time). The Governance Committee had also highlighted the importance of values alignment, with particular consideration to socio-economic lived experience.

iii) The Board of Governors approved an updated Governor Induction program. It was agreed that the program would be delivered in a bite-size format for new recruits. The new approach would need to be scheduled with consideration ensuring the correct balance was struck to ensure that Governors were sufficiently informed at the point of appointment.

8.6.1 Board Regulations

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented a review of the Board Regulations. The importance of the Board Regulations was highlighted given their status as an overarching framework within which other Regulations sit.

The annual review of the Board Regulations had been brought forward following a decision to remove a number of key elements from the Articles of Association into the Board Regulations, which a view to facilitating more agile changes.

The key proposals in the review of the Board Regulations were highlighted as follows:

i) to remove the reference to the Education Reform Act as the provisions of the ERA relating to designated institutions now only applied in Wales;

ii) to expand the eligibility section to include

- a) Skills matrix and diversity
- b) the Fit and Proper Persons Test

iii) To reflect elements removed from the Articles of Association in January as follows:

- a) To include greater detail regarding the proceedings of the Board
- b) To include the requirement to keep minutes
- c) To expand section 4.5 regarding Termination, Disqualification and suspension to align to the provisions previously included in the Articles of Association.

iv) an update to reflect the proposals for the removal of Pro Vice Chancellors from the Articles of Association as considered separately on the agenda

v) to update references throughout the document.

Conclusions

The Board of Governors approved the proposed amendments to the Board Regulations on the recommendation of the Governance Committee.

8.6.2 Conflicts of Interests Policy

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented a review of the Conflict of Interests Policy for Governors which was reviewed on an annual basis.

The policy has been updated to reflect recent changes to the Articles of Association and the Board Regulations.

Conclusions

The Board of Governors approved the Conflicts of Interests Policy for Governors as amended.

8.6.3 Independent Governor Recruitment

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented the recommendations of the Governance Committee acting as the selection panel for an Independent Governor Recruitment exercise.

Following the completion of Independent Governor interviews which had taken place on 13th, 15th and 16th of March, the unanimous agreement of the selection panel was to recommend the appointment of two individuals to the Board of Governors in recognition of their skills in Academic Quality and stakeholder engagement/ city links/ employer links.

It was noted that a second round of recruitment was about to commence to identify a further two Independent Governors, feedback had been provided to the recruitment consultancy around the importance of ensuring there is a diverse field and with consideration to the Board of Governors' skills matrix. The advert would be circulated to Governors once live, to enable Governors to share it within their networks.

It was noted that Independent Governors Renarta Guy and Shefaly Yogendra were both due to depart the Board at the end of their second term on 31 July 2023, at which point the Board would have an opportunity to thank them for their work.

Conclusions

The Board approved the appointment of Petra Wend and Andrea Stark as Independent Governors for an initial term of three years, to commence immediately following the completion of due diligence checks.

8.6.4 Board and Committee appointments

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented an overview of current vacancies on the Board's sub committees as considered by the Governance Committee at its meeting on 16th March, and presented proposals for a number of Independent Governor reappointments.

It was noted that the Governance Committee had agreed to return to the committee vacancies detailed in the report once the planned recruitment to Independent Governor vacancies had completed. It was noted that a second tranche of recruitment was due to commence in the coming weeks for a further two Independent Governors. [Post meeting note: the advert was circulated to Governors for them to share with their networks.]

Conclusions

The Board of Governors noted the report and approved the following on the recommendation of the Governance Committee:

- i) The reappointment of Rohin Aggarwal for one year into his second term commencing 31 July 2023, also continuing as a member of Finance and resources committee
- ii) the reappointment of Independent Governor Baron Anyangwe, for a second term commencing on 31 July 2023, also continuing as a member of ARC
- iii) and the re appointment of coopted committee member Allan Boardman for a second term to 31 July 2023 on the recommendation of the Chair of ARC

8.6.5 Board Code of Conduct

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented a draft Governor Code of Conduct for approval. The report had been prepared following a request made by the Board of Governors in 2022 for the Code of Conduct for Governors to be reviewed and re-established.

Conclusions

The Board of Governors approved the draft Code of Conduct for Governors on the recommendation of the Governance Committee. It was agreed that the existing Statement of Primary Responsibilities and Commitment to Confidentiality would be archived given the significant overlap between the two documents.

9 Letters from the OfS

For Noting - Presented by Julie Hall

The Board of Governors noted a letter from the Office for Students regarding the University's ongoing compliance with condition B3, which would be discussed in greater detail at the Board's joint meeting with the Academic Board.

Board effectiveness reflections, AOB and close

The Board recorded its thanks to Independent Governor Tricia Croasdell who would step down from the Board of Governors on 23 March 2023.

The Chair of the Board highlighted that he was keen for time to be found on agendas for discussion on more strategic issues, consideration to ensuring agendas remained well-balanced would be reviewed on an ongoing basis.

Actions from March 2023 Board of Governors meeting

Item	Action	For action by who	By when	Update
Public affairs strategic discussion	The Board requested that the work on monitoring perception on impact of the communications plan be presented to the Board of Governors in due course.	DVC Student Recruitment and Business Development	TBC	
Student Governors report	Board requested a short information note be circulated to the Board of Governors outlining the results of the election.	US	ASAP after meeting.	Completed
Governance Committee report to the Board	The Governance Committee had considered the annual item on Board diversity. The committee had given particular consideration to the current Board diversity targets and had requested that this be revised with consideration to the 2021 census and consideration to the University's student body (noting that this changed over time). The Governance Committee had also highlighted the importance of values alignment, with particular consideration to socio-economic lived experience.	US	May Governance Committee	Added to work programme