

117th Meeting of the Board of Governors  
MS Teams- online only  
Thursday 25 November 2021, 10:00 AM — 12:00 PM GMT

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<b>Present:</b>	Lynn Dobbs Anders Krohn Baron Anyangwe Margaret Farragher Mark Anderson Renarta Guy Rolande Anderson Shefaly Yogendra Tim Cochrane Rosemary Benson Urmi Dutta- Roy Rohin Aggarwal Yasmeen Bashir Rishi Trikha	Vice Chancellor Independent Governor Independent Governor Independent Governor Chair of the Board Independent Governor Independent Governor Independent Governor Independent Governor Staff Governor Independent Governor Independent Governor Student Governor Academic Governor
<b>Also present:</b>	Eugene McCrossan Gary Davies  Don MacRaid Nikki Le Faou Zainab Khan Mark Ellul Valerie Leipheimer	Chief Operating Officer DVC (Student Recruitment and Business Development) Interim DVC (Academic) University Secretary PVC Learning and Teaching PVC Student Services Board Apprentice
<b>Apologies:</b>	Harini Iyengar Tricia Croasdell Frances Trought	Independent Governor Independent Governor Independent Governor

## 1 Welcome, Apologies, Announcements and Declarations of Interest

Apologies had been received from Independent Governors Anders Krohn, Tricia Croasdell and Frances Trought.

**Declarations of Interest:** Independent Governor Mark Anderson declared an interest as a non-executive Director of Higher Education Partnerships, as a fellow of Hughes Hall and as a paid advisor to BibliU, University of Cambridge, Independent Governor Tim Cochrane declared an interest as a family member was a partner at EY and Independent Governor Anders Krohn declared an interest as co-founder and CEO of Aula Education, a communication platform for education.

### 1.1 Minutes of 7 October 2021 Board of Governors meeting

For Approval - Presented by Mark Anderson

The Board of Governors approved the minutes of the 7 October 2021 meeting.

### 1.2 Matters arising not covered elsewhere

For Approval

There were no matters arising.

## 2 Governance matters

### 2.1 Chair Designate

For Approval - Presented by Nikki Le Faou

Mark Anderson (Chair of the Board of Governors) left the call for the duration of the consideration of the item. Rolande Anderson (Senior Independent Governor) took the Chair for this item.

The Board of Governors considered a report that set out a proposal to appoint [REDACTED] as Independent Governor and Chair Designate to the Board of Governors (commencing as Chair on 1 June 2021) and to approve proposals to remunerate [REDACTED] on the recommendation of the Governance Committee and People and Remuneration Committee. *s.40(2) FOIA - personal information*

At their meeting on 14 October the Governance Committee recommended the appointment of [REDACTED] as Independent Governor and Chair Designate to the Board of Governors following interviews which had taken place on 1 October. The panel had comprised; Margaret Farragher (Chair), Shefaly Yogendra, Rolande Anderson, Rishi Trikha and Yasmeen Bashir. Eugene McCrossan (COO) and Nicola Le Faou (University Secretary) had also been present as advisors to the panel.

In considering the option to remunerate [REDACTED] for undertaking the role, the Board of Governors considered the following points: *s.40(2) FOIA - personal information*

- i) All reasonable steps to recruit an unpaid trustee with the right competence and skills had been undertaken. Via the Governance Committee's Selection Panel, the University had made significant efforts to recruit to the role on an unremunerated basis. Both the preferred and second candidate identified as part of the recruitment process had indicated they would require remuneration in order to undertake the role. Further, significant efforts had been made to establish time for a full onboarding process, which would be lost by undertaking a further recruitment exercise. It was also noted that a previous recruitment exercise already conducted had demonstrated that there was a strong appetite for remuneration of these roles in the sector.
- ii) The decision would support the Board in meeting its diversity target (in March 2021 the Board approved the adoption of the target that, to reflect the London adult population, 55% of the University's Board and its sub-committees will be from a black or minoritised background by 2025.)
- iii) The Board of Governors considered the remuneration benchmarking information provided in the report, along with the responsibilities allocated to the Chair to inform its decision regarding remuneration. The Board considered that the amount of remuneration proposed did not exceed what was reasonable in all the circumstances;
- iv) There were no financial risks to the University (the proposed level of remuneration represented 0.0273% of the University's annual income 2019/20) and would not affect the University's ability to carry out its purpose;
- v) It was in the best interests for the trustee to receive payment for being a trustee to support the diversification of the Board in line with the University's ethos and values;

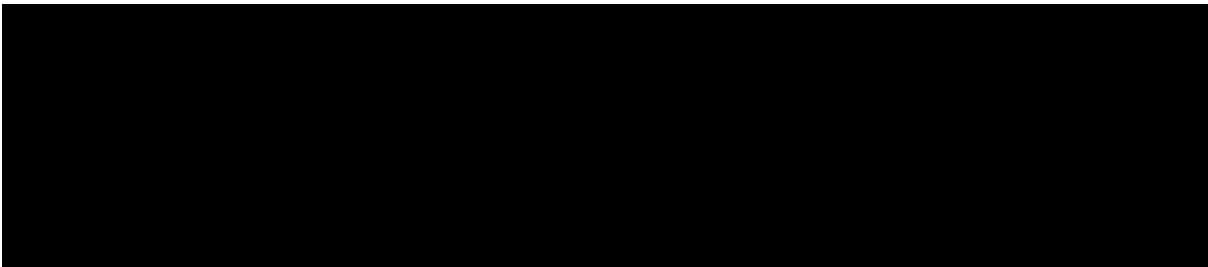
vi) Duties could not be spread among other trustees as the remuneration was in recognition of a specific set of duties which represent an unusually high burden, substantial time commitment above that of an 'ordinary' Governor and the reputational risk associated with the high profile role;

vii) The roles of 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;

viii) The Board was satisfied that conflicts of interest could be managed via the usual processes in accordance with the Articles of Association and agreed that it would not be appropriate to establish separate processes for this role;

ix) The trustees, excluding conflicted trustees could form a quorum to deal with performance reviews, judge value for money and if necessary terminate payments;

x) The Board noted that management were aware of the requirement to fully document any agreed remuneration to the Chair within the University's Annual statements;



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xii) Consideration to reputational risks had been undertaken in line with the information outlined above.

The Board noted that the Governance Committee had recommended on 14 October 2021 that the onward operational process associated with the appointment and payment include a robust arrangement regarding performance to ensure that Schedule 6 (3) of the University's Articles of Association continued to be met. Remuneration made it essential that the Board should have a robust system of Governor appraisal to assess and manage performance. The annual appraisal process for the Chair by the Senior Independent Governor, previously approved by the Board, would need to be fully implemented.

In considering the above, the People and Remuneration Committee had requested at its meeting on 26th October 2021 that the Governance Committee prepare a guidance note regarding the process for the Chair's review at year 3 (upon reappointment), at which point the level and appropriateness of remuneration would be reviewed to ensure the tests within Schedule 6 (3) of the University's Articles of Association continued to be met.

### Conclusions

The Board approved the recommendation to appoint [REDACTED] as an Independent Governor.,

The Board of Governors also approved a proposal that [REDACTED] appointment as Chair of the Board of Governors commence on 1 June 2022 [REDACTED] subject to approval by the Charity Commission as set out below.

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personal information

In approving the recommendation to remunerate, the Board applied its collective mind to the appropriateness of remunerating the role and took into account the specific provisions set out at

Schedule 6 of the University's Articles of Association and Charity Commission Guidance ('Payments to charity trustees: what the rules are').

The Charity Commission had advised the University Secretary on 15 November 2021 that the University (as an exempt Charity) must seek their permission prior to the implementation of remuneration arrangements on each occasion. The University's Articles may establish its conditional power to remunerate, however the permission to do so in any individual case must be sought in accordance with their guidance.

The Office for Students had confirmed in writing on 17 November 2021 that their permission was not required, and that contact should be made with the Charity Commission in accordance with Regulatory Advice 5: Exempt charities.

The application to the Charity Commission for permission to remunerate [REDACTED] as Chair would be made as soon as possible following the meeting the Charity Commission had advised the University to expect a thirty-day response time. [REDACTED]

Action: University Secretary to write to the Charity Commission applying for permission to remunerate [REDACTED] as approved by the Board .

*s.40(2) FOIA - personal information*

## 2.2 **Amendments to the Articles of Association**

For Approval - Presented by Nikki Le Faou  
( Mark Anderson resumed the Chair)

The Board of Governors considered a report that set out proposed amendments to the University's Articles of Association ('the Articles') on the recommendation of the Governance Committee. At their May 2021 meeting the Governance Committee had requested that steps should commence to look at an amendment to the Articles to extend the maximum number of Student Governors. Since that time the Articles had also been reviewed by the Senior Leadership Team. In addition to the revisions to student representation, the proposed revisions included:

- i) Removal of the reference to the Privy Council. Historically there was a requirement for the University to seek approval from the Privy Council in accordance with the Education Reform Act 1988 (as amended) and Article 27.1 of the current Articles. Advice received from the Privy Council was that the need for providers such as LMU, that were "designated institutions" as defined under s129A(10) ERA88 (and as a result subject to Privy Council governing document approval processes in accordance with s129B) to seek Privy Council approval ended from 1st August 2019;
- ii) Adoption of gender neutral terms;
- iii) Include a commitment to Board diversity, while retaining flexibility to set targets outside of the Articles;
- iv) Reflect the change in name to People and Remuneration Committee (previously Remuneration Committee);
- v) Reflect the Senior staffing structure, while retaining some flexibility to adjust via amendments to regulations;
- vi) Amendments to align to the Office for Student's Public Interests principles (revisions to include Freedom of Speech and 'fit and proper persons' eligibility);
- vii) To make clear that meetings can be held virtually in line with recommendations included as part of the Governance Review of key documentation.

viii) Following discussion at the Governance Committee's 14 October meeting the proposed amendments to the Articles have also been updated to make explicit the Board's views and powers in relation to the principle of remunerating Governors.

### **Conclusions**

The Board of Governors noted the proposed revisions to the Articles of Association, and requested that a minor revision to the wording in relation to remuneration of trustees be made to reflect the recently received guidance from the Charity Commission. The Charity Commission's guidance stated that the conditional power to pay trustees required the Charity Commission's prior written consent in each case before it can be used. The Board requested that the updated Articles be circulated for approval, following which they would be subject to consultation with the Office for Students and the Charity Commission (in respect of the revised wording in relation to remuneration).

The Board noted that it would need to pass the Special Resolution set out in Annex 1 to the report (in the Governors' capacity as members of the University) to adopt the new Articles of Association once a response from the OfS and Charity Commission had been received.

## **2.3 Review of the Scheme of Delegation**

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented proposed amendments to the Scheme of Delegation on the recommendation of the Finance and Resources Committee and the Governance Committee. The report also presented proposals to establish a documented process to support the amendment of the Scheme of Delegation outside of the annual review cycle, also on the recommendation of the Governance Committee.

The Scheme of Delegation is subject to annual review by the Finance and Resources Committee and the Governance Committee. In practice the Scheme had been reviewed less regularly than this owing to timing of relevant changes and scheduling of meetings. It was therefore proposed that, in addition to this annual review, changes be made to the Scheme to support the development of a more agile approval process to avoid similar delays in future.

### **Conclusions**

The Board approved the proposed amendments to the Scheme of Delegation on the recommendation of the Finance and Resources Committee and the Governance Committee.

The Board also approved a proposal that any changes that have already been subject to Board or Committee approval be pre-approved for inclusion in the Scheme of Delegation in consultation with the Chair of the Board of Governors, the Chair of the Governance Committee and the Chair of the Finance and Resources Committee. The revised version would then be submitted for noting at the next meeting of each of the Committees, supported by annual re-approval.

## **2.4 Committee Terms of Reference**

### **2.4.1 Annual review (Finance and Resources Committee, Governance Committee, People and Remuneration Committee & Academic Board)**

For Approval - Presented by Nikki Le Faou

The Board of Governors approved the following Terms of Reference:

- i) Finance and Resources Committee;
- ii) Governance Committee;
- iii) People and Remuneration Committee, and
- iv) Academic Board.

### 2.4.2 Audit Committee Terms of Reference- in depth review

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report which presented a review of the Audit Committee's Terms of Reference. At their May 2021 meeting the Audit Committee requested a review of its terms of reference be undertaken to consider reframing the Committee as the Audit and Risk Committee. The purpose of the review was to ensure sufficient coverage of risk and to identify ways in which the committee's standards could be improved. The review also progressed the discussions held previously regarding the appointment of staff and students to the Audit Committee as per the Governance Committee's 2020 CUC Higher Education Code of Practice mapping exercise.

#### **Conclusions:**

The Board of Governors approved the amendments to the Audit Committee's Terms of Reference on the recommendation of the Audit Committee and Governance Committee. The proposed amendments included a change of name to 'Audit and Risk Committee', associated revisions to strengthen the Committee's remit, and the inclusion of a staff and student member to the Committee's membership.

## 3 Vice Chancellor's report

For Noting - Presented by Lynn Dobbs

The Board considered the Vice Chancellor's update report. In addition to the information provided within the report, the following was noted:

**London Met Labs and Centre for Equity and Diversity:** An event had taken place on 22 November 2021 to celebrate the first anniversary of the London Met Labs and the Centre for Equity and Diversity.

**London Venue and Conference Awards:** The University had won the 'Best Staff Support during Covid-19 Award' at the London Venue and Conference Awards.

The Board welcomed the presentation of the University's Key performance indicators and requested that the next iteration of the report be updated to include a table to present the trends over time.

#### **Conclusions:**

The Board noted the Vice Chancellor's report to the Board.

## 4 Academic Matters and Student Experience

For Noting - Presented by Don MacRaid

The Board considered the Academic Matters and Student Experience report. The report focused on two recent sets of survey results; the Welcome Survey (WS) which focuses on the pre-enrolment and enrolment experience of new and returning students at the University; and the Student Experience Survey (SES) which runs mid- semester in each semester.

The WS had a participation rate of 10% which was lower than in the same period in 2020, but higher than previous years. Feedback from students and staff indicated that the beginning of this semester was particularly hectic because most students and colleagues had returned to campus after 18 months of working from home. Enrolment was mostly smooth for students but was not without some pinch points. It was believed that the lower participation rate due to it being less of a priority for students in the first few weeks of return to campus. Even allowing for this, the WS results demonstrated improved satisfaction across almost every category, including academic experience and induction, communications and support provided by teams like Employability and Student Services.

The Board was also presented with the SES results for semester 1 academic year 2021/22. The survey was based on students completing modular-based feedback on questions about their learning experience. The 34.4% participation rate was marginally down when compared with that of 2020. The results showed improvements in overall satisfaction in 70 out of 77 categories when compared with the previous semester 1 survey. Overall University satisfaction was 84.36%, an overall increase.

The Board welcomed the update on the WS and SES surveys and requested that the Board continue to receive updates in relation to these data sets. It was confirmed that survey data would be developed into a dashboard for review by the Board.

### **Conclusions**

The Board noted the Academic Matters and Student Experience report.

## **5 Centre for Equity & Inclusion update**

For Noting - Presented by Zainab Khan

The Board considered the Centre for Equity and Inclusion update, highlights included:

**Disabled Student Support Plans:** Under the direction of the Vice- Chancellor, a cross-institution working group of staff from the Centre, Student Services and CEPD (Centre for Educational and Professional Development) had conducted a review of the University's management of Individual Needs Assessment Report (INAR) which is one important feature of the approach to ensuring disabled students are effectively supported. The review identified some areas of risk and had resulted in a comprehensive set of recommendations. The Board requested that the full detail of the recommendations be submitted to a future meeting for discussion, with a view to supporting the University in its ambition to be leading practitioners in the area in due course.

**Centre of Equity and Inclusion anniversary:** The centre celebrated its first anniversary in November 2021 with a joint celebration of London Met Labs and the publication of a report which charts the transformation change that the Centre was leading across the University.

### **Conclusions**

The Board noted the Centre for Equity and Inclusion update.

## **6 Digital Strategy update**

For Noting - Presented by Eugene McCrossan

The Board of Governors considered a report which presented an update on the Digital First Strategy since its approval in March 2021.

### **Conclusions**

The Board of Governors noted the Digital Strategy update.

## **7 Student Numbers update**

Oral update - Presented by Gary Davies

The Board of Governors received an oral update on the student numbers position.

## **8 Student Governor's Reports**

For Noting - Presented by Yasmeen Bashir

The Board considered the Student Governors report. It was noted that that proposals for amendments to the Students' Unions Articles of Association and byelaws were under development. The proposals were due for submission to the 'all members' meeting' in December 2021 for onward transmission to the Board of Trustees for approval, following which they would then be submitted to the University's Board of Governors for approval.

As part of the operational review, consideration to changing the Officer structure from school-based to portfolio-based representation was underway.

### **Conclusions**

The Board of Governors noted the Student Governor's report.

## **Finance Updates**

## **9 Financial reforecast**

For Noting - Presented by Eugene McCrossan

The Board of Governors considered the October 2021 financial reforecast.

It was noted that the end of quarter one, there were a number of small changes to the forecast income and expenditure, however it was expected that the overall position would be in line with the original budget, delivering a small surplus of £0.7m. Cash was expected to be in line with the original budget and end the year at £70m.

It was highlighted that a project was underway to identify investment options for the use of the University's cash reserves, further discussion about which would take place at the Board of Governor's Strategy day in January 2021.

Errors identified at appendix 2 (Balance Sheet), would be updated for inclusion with the minutes on the meeting file.

### **Conclusions**

The Board noted the October 2021 financial reforecast.

## **10 Financial Management Report**

For Noting - Presented by Eugene McCrossan

The Board considered the October 2021 Financial Management Report for the first three months



to 31 October 2021. The University was performing well against its budget.

The Board requested an update be presented to a future meeting regarding commercial leadership at School level.

### **Conclusions**

The Board noted the October 2021 Financial Management report.

## **11 Accountability Returns**

### **11.1 Audit Committee annual report**

For Approval - Presented by Nicola Le Faou

The Board considered the annual report of the Audit Committee. The draft of the report had been considered and approved by the Audit Committee at their meeting on 11 November 2021.

### **Conclusions**

The Board of Governors approved the Audit Committee's Annual Report.

### **11.2 Internal Audit annual report**

For Approval - Presented by Eugene McCrossan

The Board considered a report which presented the internal auditor's view on the adequacy and effectiveness of London Met's arrangements for risk management, internal control and governance, and economy, efficiency, and effectiveness. The Board of Governors noted that the internal auditor's overall opinion was a relatively strong one in the sector and was considered to be a strong endorsement in an era of heightened sensitivity. The report had been considered in detail by the University's Audit Committee at their meeting on 11 November.

The Board noted that the implementation of a priority 1 action identified as part of the Payroll internal audit undertaken in November 2020 was 12 months overdue. The Board highlighted the importance of management ensuring that the revised deadline of 31 January 2022 be met.

### **Conclusions**

The Board of Governors approved the final 2020/21 Audit Annual Report

### **11.3 Audited 2020/21 financial statements and commentary, letter of representation, and external audit ISA 260 management report (management letter)**

For Approval - Presented by Eugene McCrossan

The Board considered the Financial Statements for 2020/21. The joint meeting of the Audit Committee and Finance and Resources Committee held on 11 November had considered the draft Financial Statements and both committees had separately recommended them for approval. Once approved the Financial Statements would be signed off by the University's External Auditors and published on the University's website in accordance with the Office for Students' requirements.

The Board was advised that following a request made at the joint meeting of Audit Committee

and Finance and Resources Committee, a new page had been added to the annual report to accompany the US Department of Education and Financial Responsibility Supplementary Schedule table. At their meeting on 11 November, the committees had requested that the report be updated to include an explanation for the inclusion of the table, which had been prepared in satisfaction of the University's obligations to facilitate students' access to US federal financial aid, as required by the US Department of Education

### **Conclusions**

The Board approved the Financial Statements, letter of representation and external audit ISA 260 report.

## **11.4 Annual report on Prevent duty compliance**

For Approval - Presented by Mark Ellul

The Board of Governors considered the University's annual report on compliance with the Prevent duty covering the academic year to 31 July 2021 and any significant matters up to the date of approval of the report. The report included a summary of the work undertaken in the period 1 August 2020- 31 July 2021, noting that the period had been severely affected by national lockdowns.

### **Conclusions:**

The Board of Governors:

- i) noted the report and assurance statement;
- ii) authorised the Chair of the Board to sign the accountability declaration as required by the Office for Students, and;
- iii) Approved the data return for submission to the Office for Students.

## **12 Reports from Sub-committees**

### **12.1 \*Finance and Resources Committee- 11 November 2021 meeting**

For Noting - Presented by Tim Cochrane

The Board of Governors received a report of the meeting of the 11 November 2021 Finance and Resources Committee meeting.

### **12.2 \*Audit Committee - 11 November 2021 meetings**

For Noting - Presented by Shefaly Yogendra

The Board of Governors received a report of the meeting of the 11 November 2021 Audit Committee meeting.

### **12.3 \*People and Remuneration Committee (minutes)- (2nd, 3rd and 4th meeting)**

For Noting - Presented by Rolande Anderson

The Board of Governors received the minutes of the 2nd, 3rd and 4th meetings of the People and Remuneration Committee.

## **12.4 \*Academic Board**

For Noting - Presented by Don MacRaidl

The Board of Governors received a report of the 3 November 2021 meeting of the Board of Governors.

### **12.4.1 Sexual Violence and Misconduct Policy & Procedure**

For Approval - Presented by Mark Ellul

The Board of Governors approved the Sexual Misconduct Policy and Procedure on the recommendation of the Academic Board's 3 November 2021 meeting, subject to the wording in relation to 'staring' and 'leering' being updated to ensure clarity.

## **12.5 Governance Committee - 14 October 2021**

For Approval - Presented by Margaret Farragher

The Board of Governors noted the report of the 14 October 2021 meeting and approved a recommendation that the timeline for the publication of Board minutes be revised to three months following formal approval. The proposal was considered to appropriately balance transparency with the administrative burden.

## **13 For information**

The Board of Governors received the following reports:

- i) Annual HR report
- ii) Risk Management update
- iii) Health and Safety Quarterly update
- iv) Access and Participation plan

### **13.1 \* Annual HR report**

For Reference

The Board of Governors received the annual HR report.

### **13.2 \* Risk Management Update**

For Reference

The Board of Governors received the Risk Management update.

### **13.3 \*Health and Safety Quarterly Update**

For Reference

The Board of Governors received the Health and Safety quarterly update.

### **13.4 \*Access and Participation Plan**

For Reference

The Board of Governors received the Access and Participation plan.

**14 Effectiveness reflections**

The Board of Governors reflected on its effectiveness. It was agreed that the meeting had been well-managed by the Chair of the Board, and the efforts made in respect of presentation of reports was noted.

**15 Any Other Business and Close**

There were no items of other business.

**Update on actions from November 2021 Board of Governors meeting**

Item	Paragraph	For action by who	By when	Update on action
Chair Designate	University Secretary to write to the Charity Commission applying for permission to remunerate ██████████ as approved by the Board .			Completed- received 26 November 2021
<b>Articles of Association</b>	The Board of Governors noted the proposed revisions to the Articles of Association, and requested that a minor revision to the wording in relation to remuneration of trustees be made to reflect the recently received guidance from the Charity Commission.	University Secretary	ASAP after meeting	Completed
<b>Vice Chancellor's Report</b>	The Board welcomed the presentation of the University's Key performance indicators and requested that the next iteration of the report be updated to include a table to present the trends over time.	Vice Chancellor	March 2021 meeting	Completed – on agenda
<b>Centre for Equity and Inclusion update</b>	The Board requested that the full detail of the recommendations of the review of disabled student support plans be submitted for the Board for discussion to support the University in its ambition to be leading practitioners in the area in due course.	Pro Vice Chancellor, Learning and Teaching	TBC	Added to work plan for consideration- Completed
<b>Financial Reforecast</b>	Errors identified at appendix 2 (Balance Sheet), would be updated for inclusion with the minutes on the meeting file.	COO	ASAP after meeting	Completed
<b>Financial Management Report</b>	The Board requested an update be presented to a future meeting regarding commercial leadership at School level.	COO	TBC	Added to work plan - Completed

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