129th Meeting of the Board of Governors
TM3-03 Roding building, yellow zone, Holloway Campus (N7 8DB)
Thursday 23 November 2023, 10:00 AM — 12:00 PM GMT

Present:	Lynn Dobbs	Vice Chancellor *(by call)*
	Baron Anyangwe	Independent Governor *(by call)*
	Urmi Dutta- Roy	Independent Governor
	Tijs Broeke	Independent Governor and Chair of the Board of Governors
	Muniya Barua	Independent Governor
	Linda Patterson	Independent Governor
	Usman Khan	Independent Governor
	Tammika Chambers	Student Governor *(by call)*
	Andrea Stark	Independent Governor
	Petra Wend	Independent Governor
	Awesome Olasope	Student Governor
	Munesh Mahtani	Independent Governor
Also present:	Eugene McCrossan	Chief Operating Officer
	Nikki Le Faou	University Secretary
	Billy Ahmed	Governance Officer
	Julie Hall	DVC & Provost
Apologies:	Gary Davies	DVC SRBD
	Rosemary Benson	Staff Governor
	Isaac Sorinola	Academic Governor

1 Welcome, Apologies, Announcements and Declarations of Interest

Apologies: Apologies had been received from Independent Governor Linda Patterson, Staff Governor Rosie Benson and Academic Governor Isaac Sorinola

Declarations of Interest: Independent Governor Andrea Stark declared an interest in item 9.1.1. She advised that she had known David Morrall for many years in a professional capacity, and had referred him into the application process.

Independent Governor Munesh Mahtani left the call between 10:50 and 11:35 owing to a clash of commitments.

Independent Governor Baron Anywangwe, Student Governor Tammika Chambers and the Vice Chancellor, Lynn Dobbs joined the call remotely.

2 Minutes of 5th October 2023 Board of Governors meeting

For Approval - Presented by Tijs Broeke

The Board of Governors approved the 5th October 2023 meeting.

3 Matters arising not covered elsewhere

For Discussion - Presented by Tijs Broeke

The Board of Governors received an update provided by the Deputy Vice Chancellor and Provost in relation to the Graduate Outcomes Survey following a request made at the October Board of Governors meeting.

4 Vice Chancellor's Report

For Noting - Presented by Lynn Dobbs

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

The key points were noted in discussion:

i) The University had responded to events in Israel, Gaza and the Middle East by reaching out to affected student and staff groups. The University had issued a statement regarding the University's values and a commitment to assisting those affected and promoting understanding during these challenging times, while reminding all to continue to behave respectfully and lawfully. Communications had restated the University's position in relation not tolerating antisemitism or Islamophobia. The University had not been made aware of any associated incidents within the community, and would continue to monitor the situation.

ii) The Vice Chancellor was travelling on University business, and was in Australia. The trip had presented some exciting opportunities. The Vice Chancellor advised that an initial outline proposal would be presented to the Board of Governors' January 2024 Strategy Day.

Conclusions

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

5 Finance

5.1 Financial Forecast

For Noting - Presented by Eugene McCrossan

The Board of Governors considered the quarter 1 Financial Forecast. The University had put in place mitigations to respond to a challenging start to the financial year. The University was predicting income to fall short of budget by £5.0m for the year, staff costs will be less than budget by £2.4m and savings against non-pay costs £2.6m. This would leave the operating surplus at £5.6m, the same as in the original budget.

On tuition fee income, projections indicated a £5.4m reduction compared to the initial budget. This reduction related to lower overseas student recruitment and higher home recruitment in semester 1 than budgeted. The University was predicting a better than budget performance for semester 2 overseas student intake based on current applications and deposits paid.

It was noted that the targets had not been met as a result of the collapse in the Nigerian market as a result of currency issues, as well as the series of international events that had taken place throughout the year. Consequently, the University was looking to slow down staff recruitment to produce savings. It was not anticipated that these changes to phasing of recruitment would have an impact on

the student experience as a number of new posts had been proposed to respond to the expected additional student numbers. It was anticipated that the planned mitigations would cover the entire predicted shortfall.

It was noted that predicting student numbers from the international market was extremely difficult, given changes that can arise as a result of geo-political events. It was key for the University to be able to respond to these fluctuations in an agile way.

It was noted that the University's growth in international student numbers had been lower than predicted, however the University was bucking the downward trend seen across the sector, as growth in this areas was still significant.

Conclusions

The Board of Governors noted the quarter 1 financial forecast.

5.2 Financial Management Report

For Noting - Presented by Eugene McCrossan

The Board of Governors considered the Financial Management Report for the first three months to 31st October 2023.

The Board noted that following a challenging start to the year, the University had quickly put interventions in place to ensure that it delivers its financial targets.

It was noted that:
i) Income was £0.8m lower than budget. This was due to semester 1 international student recruitment being behind target. Franchise income was also lower than expected and investment income ahead of target due to higher cash balances earning higher interest returns.

ii) Pay costs were £0.3m less than budget.

iii) Non-pay costs were £0.8m less than budget. £0.4m as a result of lower agency fees linked to lower international student recruitment, a reduction in franchise costs of £0.2m as a result of lower franchise income, the remainder of the variance related to timing differences.

The Board of Governors noted the project-by-project capital spend, along with the original budget allocations

The Board noted that the latest financial forecast aligned to the original.

Conclusions

The Board of Governors noted the October 2023 Financial Management Report.

5.3 Annual Financial Return

For Approval - Presented by Eugene McCrossan

The Board of Governors was presented with the Annual Financial Return 2023. Each year the University must send some statutory information to the Office for Students. This included a forecast of the University's financial position for the current year (to 31 July 2024), plus four subsequent years of forecasts. The submissions were due to be made on a phased basis, with the first submission due on 1st December 2023, and the second on 22nd January 2024.

The Board considered the draft five-year financial forecasts, it was noted that in variation to requirements in previous years the Office for Students had asked that the Accountable Officer (the Vice Chancellor) approves the return, and that the Board is informed about the return, so that it can ensure the information meets the University's strategic objectives.

The financial forecasts show the University as financially stable over the time-horizon to 31st July 2028. Income is forecast to grow modestly and costs are contained within that envelope to deliver surpluses and subsequent cash generation to deliver on our strategic spending plans for Estates, Digital and IT infrastructure.

Conclusions

The Board of Governors noted the Annual Financial Return.

6 Accountability returns for Board approval

6.1 Audit and Risk Committee Annual report to the Board of Governors

Presented by Usman Khan

The Board of Governors considered the Audit and Risk Committee's annual report to the Board. The report had been prepared in accordance with the requirements of the CUC Higher Education Code Audit Committee Code of Practice, which requires that Audit Committees report to the Governing Body and the Head of Institution on the discharge of its responsibilities, timed to support the preparation of the published financial statements.

The Code requires that the annual report should include the Committee's opinion on the adequacy and effectiveness of the institution's arrangements for risk management, control and governance, sustainability, economy, efficiency and effectiveness and the quality of data submitted to regulatory bodies.

The draft report had been considered by the Audit and Risk Committee at its meeting on 9th November 2023, following which updates had been made to reflect the November 2023 meeting which had been signed off by the Chair of the Audit and Risk Committee. The key update was the revision made as a result of the discussions held in relation to the limited assurance provided as part of the annual report and opinion by the Internal Auditors in relation to systems of internal control, which was as a result of the number of open internal audit actions. The Audit and Risk Committee was provided with assurances from management regarding the completion of actions, evidence of which had been provided to the auditors but had not yet been reviewed. It was noted that the 2022/23 Internal audit plan had been tail end loaded, which had meant management had not had enough time to close off actions ahead of the preparation of the internal auditor's report.

At their meeting the Audit and Risk Committee advised that mitigations needed to be put in place to ensure that the 2023/24 internal audit plan was delivered in a way that allowed management sufficient time to implement the actions identified within internal audits ahead of the finalisation of the internal audit annual opinion.

In presenting the report, following discussions with the Internal Audit team and the Chief Operating Officer, the Chair of the Audit and Risk Committee advised that he felt assured the internal audit action closure process was going in the right direction, and was clear that management were committed to the process.

Conclusions

The Board noted the Audit and Risk Committee annual report to the Board of Governors.

6.2 Internal Audit annual report

For Approval - Presented by Eugene McCrossan

The Board considered a report that 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, efficient and effectiveness. The report had been considered in detail by the Audit and Risk Committee at their meeting on 9th November 2023.

s.43(2) FOIA - commercially sensitive

The Board noted that a risk-based internal audit plan had been adopted in FY2023/24, and that mitigations would be put in place to reduce the number of open actions at the same point next year. This had been discussed in detail as part of the Audit and Risk Committee Annual Report to the Board of Governors.

Conclusions

The Board of Governors noted the internal audit report.

6.3 Audited 2022/23 financial statements and commentary, letter of representation, and external Audit ISA 260 management report (management letter)

For Approval - Presented by Eugene McCrossan

The Board of Governors considered the external audit report, financial statements, and letter of representation for 2022/23. An updated version of the financial statements and ISA 260 external audit report had been added to the agenda document pack following publication. The Board noted the changes largely related to corrections of typographical errors.

The draft financial statements had been considered by the Audit and Risk Committee and People, Finance and Resources Committee's joint meeting on 9th November 2023, and were presented to the Board of Governors for approval on their recommendation.

Revisions to the ISA 260 were noted as follows:

i) page 17 - the trial balance effects of changes corrected from £100m to £17.9m
ii) page 18 - Digital foundations changes to Digital Transformation strategy
iii) page 23 - Income deferral recommendation

The Board noted changes to the Financial Statements that had been made since the pack was circulated as follows:

i) Page 29 – Amended rounding differences as follows ,Total income increase changed from £29.7m to £29.8m, Tuition fee percentage of total income changed from 84.6% to 84.5%, Funding body grants for 2021/22 pie chart changed from 6.2% to 6.1% and 2022/23 from 6.9% to 7.0%.

ii) Page 30- Amended the other operating expenses increase from 34.3% to 34.6%

iii) Page 32- Creditors falling due in the year amended from £38.3 to £38.2m and pension provisions reduction amended from 96.4% to 96.3%.

iv) Page 62 Note 4 other income amended income from academic partnership from 7045 to 7044 to make the total correct.

v) Page 64 – Corrected the total for key management personnel from 1,873 to 1,893

vi) Page 66 – Corrected the depreciation charge for alterations and improvement from 5,550 to 5,551 and corrected the net book value for assets under construction from £6,401 to £5,893 to exclude tangible fixed assets which was recognised separately.

The Board of Governors highlighted a typographical error in the ISA 260 external auditor's report at P93 of the pack. The error would be highlighted to the external auditors so that this could be updated on the records.

Conclusions

The Board:

i) noted the external audit report (ISA 260)

ii) approved the audited financial statements for signature

iii) authorised the Chair of the Board to sign the letter on behalf of the Board.

The Chair of the Board offered his thanks to all involved in the preparation of the Financial Statements on behalf of the Board, recognising the significant volume of work involved.

6.4 Annual Report on Prevent Duty Compliance

For Approval - Presented by Julie Hall

The Board of Governors considered the University's annual report on compliance with the Prevent Duty covering the academic year to 31 July 2023 and any significant matters up to the date of the approval of the report. The report included a summary of the work undertaken in the period 1 August - 31 July 2023 to provide assurances to the Board regarding activities undertaken to support the University in meeting its duty.

Conclusions

The Board of Governors approved the Prevent data return and accountability statement on the recommendation of the Audit and Risk Committee, and authorised the Chair to sign it. Following signature it would be submitted to the Office for Students ahead of their 1st December 2023

deadline.

7 Academic Matters and Student Experience (including CEI and apprenticeships)

For Noting - Presented by Julie Hall

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

8 Student Governor's report

For Noting - Presented by Awesome Olasope and Tammika Chambers

The Board of Governors received the Student Governors' update report which is a standing item.

It was noted that the Student Union had organised a number of events in the period, this included a vibrant celebration dedicated to honouring Nigeria's rich cultural heritage in commemoration of Nigerian Independence and the vibrant Afrobeat scene. The SU had also hosted a vibrant Welcome Party to extend a warm official welcome to the University's new students

The University was continuing to work with the Student Union by offering support and advice, the University would consider ways to support the SU further.

Conclusions

The Board of Governors noted the Student Governors' update report.

Reports from Sub-committees

9 Governance Committee

For Approval - Presented by Tijs Broeke

The Governance Committee noted the report of the Governance Committee's 18th October 2023 meeting and approved:

i) updates to the Governance Committee's Terms of Reference
ii) the annual review of the Governor skills matrix
iii) A revised Board membership target as follows:

London Met's Board of Governors recognises the paramount importance of promoting equality, diversity and inclusion which is not only a strategic imperative but also an integral part of our institution's DNA. The pursuit of equity and social justice serves as a driving force behind every decision we make at London Met.

In line with the 2021 census, we are dedicated to reflecting London's diverse population composition within our Board. By 2028, our aim is to achieve a diverse representation that aligns with the ethnic diversity benchmark set by the most recent census data, with a specific target of 63% representation from Black and minoritised backgrounds on the Board of Governors and its sub-committees. Throughout Board recruitment processes, we will also place emphasis on values- alignment and take into account the lived experiences of individuals from various socio-economic backgrounds. The

Board also acknowledges the significance of considering the University's student body as a broader aspiration when recruiting members for the Board of Governors and its sub-committees.

It was noted that the Governance Committee had received an update on the implementation of actions following the Governance Review approved by the Board in June 2023, many of the actions were now completed. The Governance Committee would continue to monitor the implementation of the suggestions outlined in the governance review.

9.1.1 Appointment of Independent Governor

For Approval - Presented by Nikki Le Faou

Independent Governor Andrea Stark declared an interest as she had known David Morrall for many years in a professional capacity. She had not participated in the selection process, and recused herself from the discussion but remained in the meeting.

The Board of Governors considered a report that presented a recommendation for the appointment of David Morrall as an Independent Governor for 3 years to 31 July 2026 commencing with immediate effect, subject to the completion of due diligence.

Over the summer an internally led recruitment campaign took place with a view to recruiting up to 2 Independent Governors. From the applications received, 3 candidates were invited to interviews which took place on 6th November 2023. The Panel for these was:

- Tijs Broeke (Chair)
- Usman Khan
- Lynn Dobbs
- Rosie Benson
- Awesome Olasope
- Nikki Le Faou

David Morrall had approached the University via contact with Andrea Stark, consequently Andrea did not participate in the selection or interview process.

The unanimous agreement of the Governance Committee's selection panel was to recommend David Morrall for appointment to the Board in recognition of his strategic planning, project management and policy skill set. The recommendation had subsequently been reviewed and recommended to the Board by the full Governance Committee by circulation.

Conclusions

The Board of Governors approved the appointment of David Morrall as an Independent Governor for an initial term of three years to commence with immediate effect.

9.1.2 Scheme of Delegation

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented the annual review of the University's Scheme of Delegation for approval. The Scheme of Delegation is subject to annual review by the People, Finance and Resources Committee and the Governance Committee. It was last reviewed and approved by the Board of Governors in October 2022. The report presented proposed revisions to the Scheme to reflect decisions in respect of the Board's committee structure as approved by the June 2023 Board of Governors meeting.

Conclusions

The Board approved the Scheme of Delegation as amended on the recommendation of the Governance Committee and People, Finance and Resources Committee.

9.1.3 Statement of Primary Responsibilities

For Approval - Presented by Nikki Le Faou

The Board reapproved the Statement of Primary Responsibilities on the recommendation of the Governance Committee.

9.1.4 Governor Role Descriptions

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented new or updated role descriptions for all Governor and coopted roles on the recommendation of the Governance Committee.

Conclusions:

The Board of Governors approved the following role descriptions:

i) Chair of the Board of Governors
ii) Vice Chair
iii) Committee Chair role description
iv) Senior Independent Governor role description
v) Governor role description
vi) Coopted Committee role description

9.2 Remuneration Committee- 3rd November meeting (minutes)

For Noting - Presented by Andrea Stark

The Board of Governors noted the non-confidential minutes of the Remuneration Committee. At their 3rd November meeting the Remuneration Committee had approved the objectives for all Articled Post Holders, the Chair of the Committee confirmed that all objectives had been developed to align to the University's Strategy.

The Chair of the Committee also confirmed that the Committee had approved a proposal for the DVC (Academic) title to be amended to Deputy Vice Chancellor and Provost.

The Chair of the Board of Governors offered his thanks to all senior staff for their strong performance and efforts throughout 2022/23 on behalf of the Board of Governors.

Conclusions

The Board of Governors noted the minutes of the 3rd November Remuneration Committee meeting.

9.3 Audit and Risk Committee (and joint meeting with PFRC) - 9th November 2023

For Approval - Presented by Usman Khan

The Board of Governors received the report of the Audit and Risk Committee's 9th November meeting, and the Audit and Risk Committee's joint meeting with the People, Finance and Resources Committee. All items for approval on the recommendation of the Audit and Risk Committee had been presented as separate items for the Board's consideration.

9.4 People, Finance and Resources Committee - 9th November meeting

For Noting - Presented by Urmi Dutta- Roy

The Board of Governors noted the report of the 9th November People, Finance and Resources Committee meeting. The Chair drew the Board's attention to update on the Estates Strategy programme sequencing, a fuller update would be provided to the Board of Governor's January strategy day.

9.4.1 *Modern Slavery Statement

For Approval

The Board of Governors noted the University's Anti-Slavery Policy as approved in October 2023. The Board of Governors approved the 2022/23 Anti-Slavery and Human Trafficking Statement on the recommendation of the People, Finance and Resources Committee.

9.5 Academic Board- 1st November meeting

For Noting - Presented by Julie Hall

The Board of Governors noted the report of the 1st November Academic Board meeting.

10 For information

10.1 *Risk Management update

The Board of Governors noted the Risk Management update and revised Corporate Risk Register.

10.2 *Health and Safety Quarterly Update

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

10.3 *Cyber Security update

The Board of Governors noted the Cyber Security update.

Actions from November 2023 Board of Governors meeting

Item	Action	For action by who	By when	Update
Audited 2022/23 financial statements and commentary, letter of representation, and external Audit ISA 260 management report (management letter)	The Board of Governors highlighted a typographical error in the ISA 260 external auditor's report at P93 of the pack. The error would be highlighted to the external auditors so that this could be updated on the records.	COO	ASAP after meeting	Completed