135th Meeting of the Board of Governors
TM3-03 Roding building, yellow zone, Holloway Campus (N7 8DB)
Thursday 28 November 2024, 10:00 AM — 12:00 PM GMT

Present:	Tijs Broeke	Independent Governor and Chair of the Board of Governors
	Baron Anyangwe	Independent Governor (online)
	Urmi Dutta- Roy	Independent Governor
	Linda Patterson	Independent Governor
	Usman Khan	Independent Governor
	Muniya Barua	Independent Governor (online)
	Valerie Leipheimer	Independent Governor
	Julie Hall	Vice Chancellor
	Petra Wend	Independent Governor
	Munesh Mahtani	Independent Governor (online)
	Isaac Sorinola	Academic Governor
	Awesome Olasope	Student Governor
	Claire Locke	Staff Governor
	Fahmida Yesmin	Student Governor
Also present:	Eugene McCrossan	Chief Operating Officer (online)
	Gary Davies	DVC (SRBD)
	Nikki Le Faou	University Secretary
	Billy Ahmed	Governance Officer
	Nona McDuff	DVC & Provost
Apologies:	Andrea Stark	Independent Governor
	David Morrall	Independent Governor

1. Welcome, apologies, announcements and declarations of interest

Apologies: Apologies had been received from Independent Governor David Morrall and Independent Governor Andrea Stark.

Independent Governors, Petra Wend, Munesh Mahtani, Muniya Barua, Valerie Leipheimer and DVC (SRBD), Gary Davies joined the meeting by call.

Declarations of interest: Independent Governors Tijs Broeke and Usman Khan declared an interest in item 9 in respect of their reappointment only, they departed the meeting for the duration of the item. Independent Governors Valerie Leipheimer, Linda Patterson and Muniya Barua also declared an interest in this item, they remained in the meeting but did not participate in the discussion or decision on their own appointments.

2. Minutes

2.1. Minutes of the 3rd October 2024 Board of Governors meeting

For Approval - Presented by Tijs Broeke

The Board of Governors approved the minutes of the 3rd October 2024 meeting.

2.2. Confidential minutes of 3rd October 2024 Board of Governors meeting

For Approval - Presented by Tijs Broeke

The Board of Governors approved the confidential minutes of the 3rd October 2024 meeting.

3. Matters arising

For Discussion - Presented by Tijs Broeke

4. Vice Chancellor's quarterly report

For Discussion - Presented by Julie Hall

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

The key points were noted in discussion:

i) The Office for Students' sustainability update shared with Governors by circulation, had underlined the perilous context for much of UK Higher Education.

ii) The University had welcomed the protection of research and development funding, the increase in the minimum wage, and London Living Wage in the autumn budget, however the rise in National Insurance contributions, on top of the Teacher Pension Scheme brings extra financial burden.

iii) The Government had announced an inflationary increase to tuition fees. However, tuition fees for classroom-based foundation courses would be lowered to £5,760 for the 2025/26 academic year.

iv) The Board noted the work undertaken by the Vice Chancellor in the period to raise the profile of the University.

Conclusions

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

4.1. Strategy day outline - January 2025

For Discussion - Presented by Julie Hall

The Board of Governors considered the draft agenda for the January 2025 Strategy Day.

The day would commence with an overview of the recent history of the University under the current strategy. Governors would then have the opportunity to join thematic groups for in-depth discussions. These sessions had been designed to encourage challenge, debate, and open dialogue. It was confirmed that the strategy day had also been designed to include details of all considered options to respond to the challenging environment, and flexibility to have detailed, open

discussions.

Ahead of the session, the sub-strategies would be provided to the Board as advanced reading.

It was noted that the session should be reserved for strategy items only, additionally it was requested that the time allowed for an overview of the timeline for approving the strategy should be significantly reduced.

Conclusions:

The Board of Governors considered the January 2025 Strategy day 2025 agenda.

5. Finance

5.1. Financial Forecast - Quarter 1

For Noting - Presented by Eugene McCrossan

s.43(2) FOIA - likely to prejudice commercial interests

[redacted]

In discussion it was noted that capital expenditure plans for the University had been set up in a way that would allow for annual re-adjustments. This included elongating the sequencing of the Estates Strategy. The Board requested a report be presented to the People, Finance and Resources Committee's next meeting outlining the practical consequences of the adjustments - to cover impact on areas such as retention and recruitment of staff and balancing the finances with student experience.

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 2024.

[redacted]

s.43(2) FOIA - likely to prejudice commercial interests

Conclusions

The Board of Governors noted the October 2024 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 2024. 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 2025), plus four subsequent years of forecasts.

The submissions were due to be made on a phased basis, with the first submission due on 30th November 2024, and the second on 20th December 2024. Final sign off by the Vice Chancellor must be undertaken ahead of the 10 January 2025 deadline.

The Board considered the draft five-year financial forecasts, inline with the process for 2023, 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 indicate that the University will remain financially sustainable to 31st July 2029. Over this period, income was expected to grow steadily, while costs will be managed to ensure that surpluses are achieved. Cash will be managed to ensure support to strategic investments in Estates, Digital and IT infrastructure.

The Board requested that the wording in relation to having 'no current plans to borrow' be reviewed prior to submission.

The Board noted the following headlines for the AFR (Financial Forecast):

- Income grows by 3.7% in the 5 years from FY35 to FY 29
- Planned return to surplus by FY 28
- Staff cost grow by 4.8% in the 5 years
- Capex over next 5 years - c. £100m
- Cash balance at FY 29 will be £27.6m

The Board noted that there would be space at the January strategy day for in-depth discussions on the financial forecasts and financial planning. The Board confirmed its comfort with the level of information being provided to it, advising that it had confidence that it was getting full insight.

It was noted that the budget had been predicated on ambitious student number projections, which were not realised due to shifts in government policy. These changes, such as tightened restrictions on dependents and an increase in charges, were introduced to regulate immigration. The economic instability in Nigeria, characterised by the collapse of the Naira, had also adversely affected a significant target market.

Conclusions

The Board noted the draft financial forecasts for inclusion in the Annual Financial Return 2024.

The Board delegated authority to the Vice Chancellor to sign off the final return in January 2025 following scrutiny by the Office for Students.

6. Accountability returns for Board of Governors approval

6.1. Audit and Risk Committee Annual Report to the Board of Governors

For Approval - 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 14th November 2024, following which updates had been made to reflect the November 2024 meeting.

The Audit and Risk Committee had confirmed its comfort that the audit process was on track and running smoothly, and that the level of assurance derived from internal audits was considered to be encouraging. It was also confirmed that the University's relationship with the both audit teams was strong and collaborative. Ahead of the transition to new internal auditors, the current team was preparing effectively for the transition process.

Conclusions

The Board of Governors received the Audit and Risk Committee's annual Report which covered the 2023/24 financial year, which would also be published on the University's website.

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 14th November 2024.

The Board welcomed the progress made on the implementation of actions in year.

s.43(2) FOIA - likely to prejudice commercial interests

Conclusions

The Board of Governors noted the internal audit report.

6.3. Audited 2023/24 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 2023/24. An updated version of the financial statements and ISA 260 external audit report had been added to the agenda document pack following publication.

The draft financial statements had been considered by the Audit and Risk Committee and People, Finance and Resources Committee's joint meeting on 14th November 2024, and were presented to the Board of Governors for approval on their recommendation.

The Board noted that the agenda document pack had been updated to include revised financial statements following the initial distribution. Changes to the statements were as follows:

i) Page 27 - Included a sustainability and Equality & Diversity statement.

ii) Page 29 - The dates were amended from 2021-23 to 2022-23.

iii) Page 47 – Included an employee engagement statement.

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.

6.4. Annual report on Prevent Duty Compliance

For Approval - Presented by Nona McDuff

The Board of Governors considered the University's annual report on compliance with the Prevent Duty covering the academic year to 31 July 2024 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 2024 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 2nd December 2024 deadline.

7. Academic Matters and Student Experience (including CEI, apprenticeships and APP)

For Noting - Presented by Nona McDuff

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

Good progress made had been made since the last update to the Board of Governors, this included details of the first full Ofsted inspection under the Ofsted FE ad Skills Framework which took place over 3 days in early October. The inspection covered the Architect Apprenticeship. The outcomes of the inspection were positive, with the overall judgement being Good, and for each of the five categories under the Framework we received two Outstanding judgements and three good judgements.

Conclusions

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

7.1. Progress report B3 continuation

Presentation - Presented by Nona McDuff

The Board of Governors considered a presentation that provided an overview of the progress made in relation to the University's B3/ Continuation metrics, following confirmation from the Office for Students that their assessment had deemed that the University is at increased risk of breaching Condition B3 in respect of the following indicators:

i) continuation, full-time, first degree outcomes
ii) continuation, full-time, postgraduate taught masters outcomes, and;
iii) continuation, part-time, postgraduate taught masters outcomes.

The Board noted that following the assessment the Office for Students has required that improvement needed to be made by 'Relevant Timescale' 31 July 2027, so that student outcomes is reflected in OfS dashboards published in spring 2028.

The Board requested that further consideration to B3 be added to the agenda for the January 2025 Board of Governors Strategy day. B3/ Continuation should also be added as a standing item to the agenda for all Board meetings.

Conclusions

The Board of Governors noted the progress update on B3/ continuation.

8. Student Governor's report

For Noting - Presented by Awesome Olasope and Fahmida Yesmin

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

Highlighted actions included:

- Representing London Met Students in Parliament at the National Lobby Day on the student housing crisis.

- Collaborating with the Careers and Employability team to run the first 'Social Hackathon'.

- Celebrating Black culture with the collaborative Black History Month open mic night.

- Promoting and supporting a number of awareness projects including Islamophobia Awareness month, Disability History Month and Mental Health Awareness.

- The SU had fully onboarded their new financial management partners, who had made improvements to systems and processes.

- The year-end audit and accounts would be presented to the SU Board meeting on 3rd December, and presented to the LMU Board in the New Year.

Conclusions

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

9. Reports from sub-committees

9.1. Governance Committee (subject to Chair's approval)

For Noting - Presented by Munesh Mahtani

NB: Tijs Broeke and Usman Khan declared an interest in item 9 in respect of their reappointment only, they departed the meeting for the duration of the item. Valerie Leipheimer, Linda Patterson and Muniya Barua also declared an interest in this item, they remained in the meeting but did not participate in the discussion or decision on their own appointments.

The Governance Committee noted the report of the Governance Committee's 17th October 2024 meeting and approved:

i) The Governance Committee's Terms of Reference
ii) Revisions to the Scheme of Delegation
iii) Amendments to the Senior Independent Governor role description
iv) the Board's Statement of Primary Responsibilities

The Board of Governors approved the following reappointments for Independent Governors whose terms were due to end on 31 July 2025 as follows:

The reappointment of Independent Governor, Linda Patterson for a second three-year term commencing 1 August 2025 as an Independent Governor, also continuing as a member of t he Governance Committee and Remuneration Committee.

The reappointment of Independent Governor and Senior Independent Governor, Muniya Barua for a second three year term commencing on 1 August 2025. Also continuing as Senior Independent Governor and a member of the People, Finance and Resources Committee. The Board of Governors considered the proposal alongside remuneration considerations.

The reappointment of Independent Governor and Vice Chair, Usman Khan for a second three year term commencing 1 August 2025, also continuing as Vice Chair and Chair of the Audit and Risk Committee (remunerated).

Independent Governor, Tijs Broeke, Independent Governor and Chair of the Board of Governors (remunerated) for a second three- year term commencing 1 August 2025. The Board of Governors considered the proposal alongside remuneration considerations.

The Board of Governors considered the rationale for ongoing remuneration of both the Chair of the Board of Governors and the Chair of the Audit and Risk Committee and confirmed its comfort with the rationale provided by the Governance Committee, which it considered alongside Charity Commission's guidance on trustee remuneration. Full details of remuneration considerations were presented at appendix E to the report, guidance provided to the Board on approach to reappointment at year three was also considered at appendix F to the report.

Key considerations for the Board's consideration included:

1. Efforts to Recruit Unpaid Positions:

- Attempts were made in 2021 to appoint an unremunerated Chair of the Board of Governors.

- Despite extensive efforts, it was not possible to fill the role without remuneration, reflecting an increasing appetite for paid positions in governance roles across the sector.

2. Market Benchmarking:

- The remuneration of £20,000 for the Chair of the Board and £7,000 for the Chair of the Audit and Risk Committee was set after benchmarking similar roles within the Higher Education sector. This included benchmarking information provided to the sector by the CUC on Chair and Committee Chair remuneration.

- The amounts are consistent with sector standards and recognise the scope and responsibility associated with these positions.

3. Governance Performance Review Process:

- The process included the consideration of remuneration as part of an annual review of performance and effectiveness.

- Feedback from the reviews supported the value of remunerated roles in ensuring strong governance and leadership.

4. Alignment with University Articles of Association (Schedule 6(3)):

- Remuneration is only permitted if it meets the following criteria:

- It is reasonable. in all the circumstances

- It serves the best interests of the university.

- Conflicts of interest are appropriately managed.

- It is declared publicly.

5. Continuity

- Continuity was crucial in both roles. The Chair of the Board of Governors role required stability during the Vice Chancellor transition, while the Chair of the Audit and Risk Committee role required continuity for the upcoming internal audit provider change.

It was noted that the following points from the Boards' original decisions to remunerate these roles remained relevant and the Board should return to this as part of the reappointment considerations, in addition to the outputs from the annual performance review exercise:

-To attract and retain highly skilled individuals capable of providing effective governance and oversight in a challenging and competitive Higher Education environment.

- To recognise the significant time commitment and leadership required of the Chair of the Board and the Chair of the Audit and Risk Committee.

- To maintain sector competitiveness, ensuring the university aligns with practices demonstrated in comparable institutions.

- To safeguard the university's best interests by ensuring roles critical to governance and risk management are filled by experienced and qualified individuals.

In considering the Governance Committee's report the Board noted that it would shortly return to plans for filling vacancies. The Board also welcomed plans to proceed with engaging a new Board Apprentice in the coming year.

9.2. Remuneration Committee (by circulation)

Presented by Andrea Stark

Remuneration Committee business had been managed by circulation for the period.

9.2.1. *Annual Remuneration Committee report to the Board of Governors

For Reference

The Board of Governors received the Annual Remuneration Committee report to the Board, which would be published on the University's website.

9.3. Audit and Risk Committee (and joint meeting with PFRC)

For Approval - Presented by Usman Khan

The Board of Governors received the report of the Audit and Risk Committee's 14th 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.

9.3.1. *Health and Safety Quarterly report

For Noting

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

9.3.2. *Risk Management update

For Noting

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

9.3.3. *Cyber security update

For Noting

The Board of Governors noted the Cyber Security update.

9.4. People, Finance and Resources Committee

For Approval - Presented by Urmi Dutta- Roy

The Board of Governors noted the report of the 14th November People, Finance and Resources Committee meeting.

9.4.1. Modern Slavery Act: Anti-Slavery and Human Trafficking Statement

For Approval - Presented by Eugene McCrossan

The Board of Governors noted the University's Anti-Slavery Policy as reapproved in November 2024. The Board of Governors approved the 2023/24 Anti-Slavery and Human Trafficking Statement on the recommendation of the People, Finance and Resources Committee.

9.5. Academic Board

For Approval - Presented by Julie Hall

The Board of Governors noted the report of the 6th November Academic Board meeting.

9.5.1. Freedom of Speech update and mapping exercise

For Approval - Presented by Nikki Le Faou

The Board of Governors considered a report that presented updated proposals to support the University in its compliance with the Higher Education (Freedom of Speech) Act 2023 following the approval of a revised Freedom of Speech Code of Practice in June 2024.

On 26 July 2024 the Government announced that implementation of the Act (including the Office for Students' free speech complaints scheme) would be halted to enable the government to consider options, including the Act's repeal. Despite the pause, organisations such as Alumni Free Speech have indicated that 'the only prudent course is to implement (or continue with) the Meetings Policies which institutions have or were about to adopt to reflect HEFSA'.

The Board noted the key updates proposed to the University's Freedom of Speech Code of Practice, and requested that the proposals be placed on hold awaiting further updates from the Government. The Board noted that the significant volume of work undertaken placed the university in a good position to respond should the implementation of the act go ahead.

The Board of Governors approved:

i) Noted proposed amendments to the University's Freedom of Speech Code of Practice, which would be put on hold;

ii) Noted the next steps detailed in section 4 of the report, which would be put on hold, and;

iii) To note the Free Speech Code checklist update and actions

10. Items received by circulation

10.1. *Access and Participation plan

For Reference

The Board of Governors received the Access and Participation Plan (APP) 2025/26-2028/29.

It was noted that the Office for Students had written to the University confirming that the APP had been approved without further consideration. The Director of Fair Access and Participation has assessed our plan and is satisfied that it meets the requirements set out in sections 30 to 32 of HERA and the Regulations and is informed by the published guidance relating to access and participation plans.

11. *Letter from the Education Secretary

The Board of Governors received the letter from the Education Secretary previously circulated by email. The letter confirmed that from September 2025 the maximum cap for tuition fees, and maintenance loans for students, inline with inflation.

Actions from November 2024 Board of Governors meeting

Item	Action	For action by who	By when	Update
Strategy Day outline 2025	It was noted that the session should be reserved for strategy items only, additionally it was requested that the time allowed for an overview of the timeline for approving the strategy should be significantly reduced.	US/ VC	January 2024 Strategy day	
Financial Forecast Q1	The Board requested a report be presented to the People, Finance and Resources Committee's next meeting outlining the practical consequences of the adjustments - to cover impact on areas such as retention and recruitment of staff and balancing the finances with student experience.	COO	February 2024 meeting	
Annual Financial Return	The Board requested that the wording in relation to having 'no current plans to borrow' be reviewed prior to submission.	COO	Ahead of submission	