

Minutes of a Meeting of the Board of Directors  
of South Bank University Enterprises Ltd  
held at 3.00pm on Tuesday 26 June 2012  
in Room 1B33, Technopark, London Road, London SE1

**Present**

Mr R Flatman            Chair  
Mr T Gebbels  
Ms B Jullien

**In attendance**

Ms K Boyce            Director of Human Resources (*for minutes 29-31*)  
Ms N Ferer            Financial Controller  
Mr J Stevenson        Company Secretary  
Ms R Warren          Accountant for South Bank University Enterprises Ltd.  
Mr M Broadway        Governance Officer

**Welcome and apologies**

01.    It was noted that apologies had been received from Ed Tinley.

**Membership of the Board**

02.    The Board noted that James Smith had agreed to be Chair of the Board and that he would be formally appointed at the University's Board of Governors' meeting of 19 July 2012.
03.    The Board noted Ed Tinley's intention to resign.

**Declarations of Interest**

04.    It was noted that Tim Gebbels and Rebecca Warren had an interest in the tabled paper on pensions. They were permitted to remain in the meeting when this item was under discussion.

**Minutes of the last meeting**

05.    The committee approved the minutes of the meeting of 28 March 2012.

## **Matters Arising**

06. The Board noted that the costs of changing the company's name were too high and that it planned to use a trading name in the future.
07. The Board noted that meetings with both BBM and Solion had been arranged.
08. The Board noted that changes to the format of the management accounts would be implemented for the next academic year.

## **University Enterprise Business Plan**

09. The Board considered the University Enterprise Business Plan in detail (paper **UE.03(12)**). The Board requested the forecast in the business plan to reflect income received through knowledge transfer partnerships (around £700k) as well as expenditure.
10. The Board noted that following the forthcoming appointment of James Smith as Chairman of the Board the Business Plan should not be submitted to the University's Board of Governors for approval until James had considered it.
11. The Board noted that they would have oversight of all university enterprise activity and requested that its future meetings are divided into two sections: the first to consider university enterprise and the second to be the formal SBUEL Board meeting.
12. The Board approved the Business Plan subject to revisions as outlined in minute 09.

## **Budget, 2012/13**

13. The Board considered the draft budget for 2012/13 in detail (paper **UE.04(12)**). The Board approved the budget subject to revisions as outlined in minute 09.

## **Management Accounts to 31 May 2012**

14. The Board considered the management accounts to 31 May 2012 (paper **UE.05(12)**). The Board noted that performance was ahead of budget.
15. The Board requested the accountant to do a thorough review of creditors, deferred income and bad debt provision ahead of the year end.

16. The Board requested an update from the project manager on the R&D Initiative (project 7321).

### **Governance Approvals**

17. The Board noted that changes to the governance of the company were necessary to allow the company to deliver its strategy and meet its income targets (paper **UE.06(12)**).

### **Recapitalisation**

18. The Board discussed in detail the proposed recapitalisation of the company (paper **UE.07(12)**). It was noted that £700k new investment was proposed to eliminate the negative reserves and provide a buffer to allow the company to continue gift aiding taxable profits to the University.
19. The Board discussed the process for the recapitalisation in detail and ordered that a SBUEL Board meeting be called for 19 July 2012 to allow the directors to sign the Solvency Statement and complete the approvals process.
20. The Board requested that a cash flow forecast be produced for consideration by the directors prior to signing the Solvency Statement.
21. The Board endorsed the process for the recapitalisation and recommended recapitalisation as set out in the paper to the Board of Governors.

### **Gift Aid Policy**

22. The Board approved the draft Gift Aid Policy (paper **UE.08(12)**), subject to amendments proposed at the meeting.

### **Memorandum and Articles of Association**

23. The Board noted the proposed new Articles of Association, Schedule of Matters Reserved to the SBUEL Board and the proposed composition of the Board (paper **UE.09(12)**). The Board recommended these documents to the shareholder for approval.
24. The Board requested the Director of Enterprise to produce a contracting for service policy for approval.

## **Delegations**

25. The Board noted that the company was subject to the University's Financial Regulations except where it was explicitly exempted (paper **UE.10(12)**). The Board noted that the SBUEL Board would have power to approve regulations where it was exempted from the University's financial regulations.
26. It was noted that the University's Internal Auditors would review the governance processes at the beginning of 2013 and that as part of the continuous auditing programme SBUEL transactions would be reviewed.

### *Procurement Regulations*

27. The Board approved the procurement regulations (paper **UE.11(12)**).

### *Letter of Delegated Authority to the Director of Enterprise*

28. The Board considered the proposed letter of delegated authority to the Director of Enterprise (paper **UE.12(12)**). The Board requested an updated version with new budget figures for approval at its next meeting.

## **Human Resources**

*Ms K Boyce entered the meeting*

### *HR Procedures*

29. The Board considered broad HR procedures (paper **UE.13(12)**). The Board requested that the Board should have authority to create, authorise or delete positions on the SBUEL establishment. The Board approved the procedures subject to this revision.

### *TUPE Transfers*

30. The Board noted the proposals to transfer University Enterprise staff into the company under the Transfer of Undertakings (protection of employment regulations 2006) (TUPE). The Board noted that employment costs for these staff were included in the 2012/13 budget (paper **UE.14(12)**).

*Pension*

- 31. The Board noted an update on the establishment of a defined contribution pension scheme for employees (paper **UE.15(12)**).

*Ms K Boyce left the meeting*

**Draft Written Resolutions**

- 32. The Board approved the draft written resolutions necessary for the proposed governance changes for approval by the member.

**Transfer of Shares**

- 33. The Board approved the transfer of shares currently held on trust by Richard Flatman, the University's Executive Director of Finance to the University.

**Appointment of non-executive directors**

- 34. The Board requested the Director of Enterprise to begin the process of appointing the two non-executive director positions on the Board.

**Date of next meeting**

- 35. The date of the next meeting was confirmed as 19 July 2012 at 6pm.

There being no further business, the meeting concluded.

Approved as a true record:

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Chairman