

Minutes of a Meeting of the Board of Directors
of South Bank University Enterprises Ltd
held at 1pm on Monday, 14 November 2011
in Room 1B05, Technopark, London Road, London SE1

Present

Mr R Flatman Chair
Ms B Jullien
Dr A Tilbrook
Dr E Tinley

In attendance

Mr J Stevenson University Secretary and Clerk to the Board of Governors
Ms R Warren Accountant for South Bank University Enterprises Ltd. (*for minutes 1-16*)
Mr M Broadway Governance Assistant

Welcome and apologies

10. It was noted that no apologies had been received.

Approval of Statutory Accounts

11. The Chair introduced the Statutory Accounts (paper **SBUEL.04(11)**). The committee noted that the audit was complete and that there had been no audit issues. Directors discussed the negative net liabilities, but agreed that it was in the best interests of the company, to approve the accounts as drafted, in the light of the shareholder's ongoing strategic review of its enterprise activities.
12. The board **approved** the accounts subject to the following amendments:
- a. The 'Future Prospects' paragraph be amended to include the proposed recapitalisation of the company by the shareholder, London South Bank University;
 - b. The list of 'Officers and professional advisors' be amended to show that Sarah Priestman had resigned as Company Secretary on 2 November 2011 to be replaced by James Stevenson.
13. The board requested the amendments to be circulated to them for final approval before signature from the Chair.

14. The board noted that the external auditor would sign the accounts following the London South Bank University board meeting of 24 November 2011.

Letter of Representation

15. The board discussed an updated letter of representation (paper **SBUEL.05(11)**).
16. The board approved the revised letter of representation, for signature by the Chairman.

Rebecca Warren left the meeting

The meeting then adjourned for the AGM

The AGM closed and the directors' meeting then resumed.

Minutes of the meeting of 16 May 2011

17. The minutes were approved subject to the following amendments:
 - 17.a Minute 11/SBUDEL/07 be amended to read "that the key themes and key pillars had been agreed".
18. There were no matters arising from the minutes which were not covered elsewhere on the agenda.

Intellectual Property (IP) and Spin-out Company matters

Solion

19. The board noted that the infringement case brought by RenuSol against Solion was heard in the German courts during the week commencing 7 November 2011 and that the case had been rejected. The board noted that RenuSol may appeal and this process could take 2-3 years.

Biox

20. The board noted that Biox's 2010 accounts had been received. They showed a turnover of £200k and a profit of £30k.

About Time Design

21. The board noted that sales were very low for Novaflo and that this was linked to the downturn in the construction industry. Turnover was £20k.

Matthieu Philippault

22. The board noted that Matthieu Philippault had been invited to the G20 Young Entrepreneur's summit in Nice.

Drive Daddy

23. The board noted that LSBU Enterprise Associate Arnold Du Toit had won PC World Best Young Entrepreneur 2011 for setting up Drive Daddy, a company which manufactures a powered golf trolley ("RolleyGolf") you can ride.

Strongman Games

24. The board noted that Strongman Games had just produced a game called 'Ka-Bloom' which had been licensed to BBC Worldwide.

Caze Ltd and BBM Ltd

25. The board noted that in the claim brought against Caze Ltd and BBM Ltd by Boundary Capital for breach of contract Caze and BBM had been advised to accept a £12,500 settlement which they had agreed to. Caze had until the end of the month to pay the settlement and as it had no money had requested its shareholders to raise the money.
26. The board noted that SBUEL had agreed at its last meeting to pay £5k to Caze to cover these costs. So far £3k had been paid to Caze and the board authorised a further £2.5k to be paid to Caze to cover costs which had risen to £5.5k.
27. The board noted that following the imminent closure of Caze its shareholding had transferred to BBM Limited.

London Knowledge Innovation Centre (LKIC)

28. In relation to its relationship with LKIC, the Board noted that there was a meeting in early 2012 to review the options.

Research and Enterprise Review

29. The board noted the University's vision to become "London's Enterprising University".
30. It was noted that interviews for the new Enterprise Director were to be held on 30 November 2011 with a proposed start date of January 2012.
31. It was noted that LSBU's Enterprise Centre building project was on track and it was scheduled for completion in spring/summer 2013. A senior member of the Royal Family had provisionally agreed to officially open the Enterprise Centre and that confirmation should be received before Christmas 2011.

Employment of Staff by SBUEL

32. The board considered that it would be in the best interests of the company to employ an Enterprise Director and other new enterprise roles. It was noted that the Memorandum and Articles of Association envisage employment and remuneration by SBUEL.
33. After careful consideration, the Board authorised the employment of:
 - a. an Enterprise Director; and
 - b. such other enterprise staff as required

under such terms and conditions as approved by the Pro Vice Chancellor (External) (as advised by the LSBU Director of HR). The Board noted that the published policy in its future annual report and accounts will accordingly be that of an employer of a number of staff.

34. The board approved this arrangement and agreed that a written service level agreement between the company and the University would be produced.

Management Accounts

35. The Chair introduced the management accounts (paper **SBUEL.06(11)**) and the board noted that the results to date were broadly in line with expectations.
36. The board requested a short meeting to be held in December 2011 to discuss enterprise reporting, incentives and the SBUEL budget.

Company Secretary

- 37. The board noted the resignation with effect from 2 November 2011 of Sarah Priestman as Company Secretary and approved the appointment of James Stevenson to that role. The Chairman thanked Sarah for her valuable contribution over the years.

Articles of Association

- 38. The Secretary informed the board that the articles of association would be amended to conform to the Companies Act 2006. The board requested an update at its next meeting.

Date of next meeting

- 39. The board requested the Secretary to arrange a meeting in December 2011 and to propose dates for its meetings in 2012.

There being no further business, the meeting concluded.

Confirmed as a true record:

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Chairman