

**Minutes of the meeting of the Board of Governors
held at 4.00 pm on Thursday, 12 October 2017
Boardroom - Technopark, SE1 6LN**

Present

Jerry Cope (Chair)
Douglas Denham St Pinnock (Vice-Chair)
David Phoenix
Sodiq Akinbade
Steve Balmont
Shachi Blakemore
Duncan Brown
Julie Chappell
Michael Cutbill
Peter Fidler
Hilary McCallion
Kevin McGrath
Jenny Owen
Tony Roberts
Suleyman Said

Apologies

Carol Hui
Mee Ling Ng

In attendance

Pat Bailey
Richard Flatman
James Stevenson
Michael Broadway
Paul Ivey
Markos Koumaditis (for minute 9)

1. Welcome and apologies

The Chair welcomed members to the meeting including Duncan Brown and Peter Fidler to their first Board meeting.

The above apologies were noted.

The Chair noted that the Board had just received an informative pre-Board presentation on the proposed designs for the St George's Quarter. Planning permission for the scheme would be sought during October 2017 with a decision expected in April 2018.

The Board noted that estates development proposals had been discussed at the Major Projects and Investment Committee meeting of 21 September 2017. The committee had agreed the proposals in principle and discussed the challenges around funding.

2. **Declarations of Interest**

No member of the meeting declared an interest in any item on the agenda.

3. **Minutes of previous meeting**

The Board approved the minutes of the meeting of 13 July 2017 and their publication with the proposed redactions subject to redacting an additional paragraph in minute 7.

4. **Matters arising**

The Board noted that following review, the proposal to take the health-related provision of BPP would not proceed.

The Board noted that the terms of the proposed charge over the Passmore Centre were awaited from London Borough of Southwark. The Executive is following up.

5. **Chair's business**

The Board noted with sadness the recent passing of Gerry Bernbaum, former Vice Chancellor of the University. The Board's condolences would be sent to his family.

The Chair updated the Board on the appointment of the Chancellor. Due to circumstances outside the University's control, the announcement of the new Chancellor would have to be delayed until May 2018. Richard Farleigh, the current Chancellor, would continue in post.

The Board noted that the House of Commons reception to mark the 125th anniversary of LSBU had been successful.

The Chair updated the Board on public interest in Vice Chancellor remuneration and was reviewing whether to publish minutes of the Remuneration Committee. The Committee for University Chairs had in any event been asked to put together a code of practice for senior remuneration.

6. **Vice Chancellor's report**

The Vice Chancellor updated the Board on student recruitment and retention for 2017/18. Firm acceptances for full time undergraduates were around 2500

but enrolment was lower than expected. The Executive was forecasting a £7m income shortfall in current year from under-recruitment.

The Executive is reviewing the future shape of the University, including investigating potential growth markets and undertaking a strategic portfolio review.

Final numbers for new students and retention would be known after enrolment closes on 13 October 2017.

The Board discussed undergraduate fee levels.

The Board discussed the proposed joint venture with Applied Science University in Bahrain (minute 10, 13 July 2017 refers) to provide training and consultancy services in Bahrain, Kuwait and the Eastern Province of Saudi Arabia. The Executive and the Board of SBUEL had reviewed the outline business case. The Board supported the establishment of a joint venture with Applied Science University, subject to an exit approach being prepared.

The Vice Chancellor updated the Board on potential funding options for the estate development plans. An opportunity had arisen for a joint venture with an external partner to unlock the value of the Technopark site. The Executive is exploring this opportunity and is preparing an exclusivity agreement to summer 2018, to allow the partner to develop a business plan. The exclusivity agreement would not commit the University to pursue any transaction, which would be subject to due diligence, value for money and compliance with procurement regulations.

Paul Ivey left the meeting

7. Chief Financial Officer's report

The Board noted the Chief Financial Officer's report, which updated the Board on current financial position, forecast surplus of £1.8m for 2016/17 (subject to audit), 2017/18 recruitment, risk and control.

The year end audit would finish on 19 October 2017. No significant issues had been raised by the auditors.

The Board noted that the draft internal audit annual report for 2016/17 had been reviewed by the Audit Committee. The report and the auditor's opinion was positive.

8. Project Larch update

The Board noted the update report on Project Larch and the current state of negotiations with the Transaction Unit (TU). The decision on LSBU and Lambeth College's case would be made by a Minister in the Department for Education.

9. **Equality and Diversity annual report**

Markos Koumaditis joined the meeting

The Board discussed the equality and diversity annual report for 2016/17.

Four equality networks for staff had been established and work was being undertaken to apply for the Race Charter Mark in 2018.

The Board welcomed the report and the improvements in equality and diversity in the organisation. The Board noted the challenges including addressing the 'attainment gap' between white and BME students and improving EDI data collection.

The Board emphasised the need for diversity when recruiting new governors.

Markos Koumaditis left the meeting

10. **Risk appetite**

Based on the definitions in the risk appetite framework the Board agreed to maintain the following risk appetite for the University:

- a. Legal and compliance – “cautious”;
- b. Financial – “open”;
- c. Reputational – “open”; and
- d. Academic delivery – “seek.”

11. **Corporate risk register - annual detailed review**

The Board discussed in detail the corporate risk register. The Board noted that the risk register is reviewed by the Audit Committee at each meeting.

The Board noted the risk management process had been reviewed by the internal auditors and was rated as “low risk”.

The Board requested that corporate risk continues to inform the agendas of Board and committee meetings.

The Board requested that the Executive updates the key strategic risks of the organisation for the Board meeting of 15 March 2018.

12. **Fire assessment report**

The Board noted the report, in particular that:

“there were no buildings surveyed that raised concerns over cladding and the requirement or benefit from installing sprinklers in these premises from a life

safety perspective was deemed as not required and disproportionate. ... It is clear to see that the control measures identified all reduce the risk to persons occupying or resorting to these buildings”.

13. Board strategy day report

The Board noted that the report of the Board strategy day of 28 September 2017 would be circulated to governors after the meeting for information.

14. Reports on decisions of committees

The Board noted the reports.

The Board approved that Nicole Louis, Chief Marketing Officer, is added to the University’s bank mandate as a B signatory.

The Board approved the terms of reference of the Group structure sub-committee.

15. Standing orders review

The Board approved the proposed changes to the Standing Orders.

16. Annual work plan

The Board noted its work plan for the year.

**Date of next meeting
4.00 pm, on Thursday, 23 November 2017**

Confirmed as a true record

..... (Chair)