

**Minutes of the meeting of the Board of Governors
held at 4.00 pm on Thursday, 25 March 2021
via MS Teams**

Present

Jerry Cope (Chair)
Michael Cutbill (Vice-Chair)
Duncan Brown
John Cole
Maureen Dalziel
Peter Fidler
Mark Lemmon
Nicki Martin
Jeremy Parr
David Phoenix
Rashda Rana
Tony Roberts
Deepa Shah
Maxwell Smith
Harriet Tollerson
Vinay Tanna

Observer

Kate Stanton-Davies

In attendance

Pat Bailey
Michael Broadway
Amy Eden (*for minute 12*)
Richard Flatman
Matt Myles-Brown (*for minute 12*)
Ed Spacey (*for minute 11*)
James Stevenson

1. Welcome and apologies

The Board welcomed Maureen Dalziel to her first meeting as an independent governor. The Board welcomed Kate Stanton-Davies as an observer to the meeting following her recent appointment as a co-opted member of MPIC.

The Board had just received an informative pre-Board presentation on Skills for Jobs white paper, the college and year 14.

2. Declarations of Interests

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

3. Minutes of the previous meetings

The minutes of the meeting of 19 November 2020 were approved, subject to a minor amendment, and their publication.

The minutes of the meeting of the 25 November 2020 and the written resolution passed on 29 January 2021 were approved.

4. Matters arising

The Board noted the update on matters arising from the previous meeting. The Board requested that it is kept updated on the review of the accounts preparation process.

5. Senior Independent Governor (SIG)

The Board approved the appointment of Peter Fidler as the Senior Independent Governor (SIG).

The Board noted that following the retirements of Hilary McCallion and Mee Ling Ng, Jeremy Parr had joined the Nomination Committee, Deepa Shah had joined the Remuneration Committee and Maureen Dalziel had joined the Finance, Planning and Resources Committee. In addition, Kate Stanton-Davies had joined the Major Projects and Investment Committee as a co-opted member.

6. Provost appointment

The Board approved the appointment of Prof. Tara Dean as Provost. The Remuneration Committee would be requested to approve the proposed remuneration package.

7. Appointment of future independent and associate governors

The Board welcomed the proposed appointment process for future independent and associate governors.

8. Committees update

The Chair of MPIC updated the Board on the committee's work. The committee is currently overseeing the major projects of Southwark campus redevelopment, the SBC estates strategy and project Leap.

The Chair of the Remuneration Committee updated the Board on a recent independent review by AdvanceHE of the CUC HE Senior Staff Remuneration Code. The review found that in broad terms the Code remains fit for purpose. The CUC will use the review findings to update the Code where appropriate. The committee would undertake a review of LSBU's arrangements against the updated code.

The Board noted that future arrangements for Board and committee meetings when the current government 'lockdown' ends would follow the university's approach to 'return to work'. Governors would be consulted.

9. VC report

The Board discussed the Vice Chancellor's report.

The Vice Chancellor updated the Board on recent policy announcements, including the removal of funding for London weighting for 2021/22 and the proposal for the OfS to implement certain thresholds at course level to allow universities to retain their registration and access to student loan funding. A project to review the shape of LSBU's course portfolio was underway and is considering the implications of thresholds for LSBU. An update would be provided to the Board at the April 2021 strategy day.

The Board discussed the proposed approach to the Secretary of State's request that universities adopt the International Holocaust Remembrance Alliance's (IHRA) definition of anti-semitism. The Executive is developing an Equality Policy to re-affirm LSBU's strong commitment to equality. The policy will consider how to reference the IHRA definition in the context of LSBU's policies. FPR would be requested to approve the policy. The Board endorsed this approach.

The Vice Chancellor updated the Board on the restoration of systems following the cyber incident. Progress was being made in restoring systems. Restoration of the interface between QL (the student records system) and other systems was behind schedule due to third party service providers. The Board noted that the cyber incident was adversely impacting on student recruitment for 2021. A review of the incident would take place and be reported to the Group Audit and Risk Committee.

The Board noted that, due to the cyber incident, around 150 graduates had not received their transcripts or certificates, which had impacted their ability to evidence their degree award as required for employment. This had been reported to the OfS.

The Board noted an update on the London Road project. Due to a number of factors the project was behind schedule and likely to be over budget. An October 2021 opening date was now expected. The Board noted that a dispute over costs with the contractor had been referred to adjudication which had found against LSBU. An update would be provided to MPIC. The delivery of the project would be reviewed and reported to GARC.

The Board noted that LSBU had received its KEF results. LSBU had performed well in a number of areas and reasonably well in some others. An analysis would be carried out when sector data is available.

10. CFO report

The Board discussed the CFO report, which included updates on the current financial position, budget planning for 2021/22, the revolving credit facilities and the implementation of the agreed pensions changes.

The Board noted that the accounting records were in the process of being updated following the IT outage. The best estimate of the current financial year end forecast was income of £162m (£8m better than budget) and a £2m surplus. The Board noted that the executive is focusing on staff costs which are forecast to be over budget. The Board requested to be kept updated on staff costs.

The Board noted that the total recoverable costs of the IT incident were likely to be around £1m, although this was still under investigation.

The Board noted that 2021/22 budget planning had begun and a range of scenarios would be presented at the April 2021 Board strategy day.

The Board noted that the Barclays revolving credit facility (RCF) would shortly be utilised as required. [REDACTED]

The Board noted that the new defined contribution pension scheme for new PSG staff would be implemented from 1 April 2021, including in SBC and its subsidiary SW4.

11. Health & Safety annual report

With Ed Spacey, Director of Group Assurance

The Board discussed the comprehensive group health and safety assurance report in detail.

The Board noted that student and employee accident rates for the university were below the sector benchmark.

The Board expressed its gratitude for the work done during the past year to mitigate the impact of the coronavirus pandemic on the university and the group.

The Board took assurance from the report.

Ed Spacey left the meeting

12. LSBSU incorporation

Amy Eden, SU CEO and Matt Myles-Brown, SU Deputy CEO joined the meeting

The Board discussed the proposal to incorporate the Students' Union as a company, which had been discussed by FPR. The Board noted that a number of Students' Unions had recently incorporated as companies as a way to reduce the personal liability of trustees. The Board supported the incorporation in principle.

The Board discussed the proposed draft articles of association which required Board approval under the Education Act 1994. The Students' Union intended to use the model articles for Students' Unions which had been approved by the Charity Commission. The Board noted the University's solicitors had reviewed the proposed draft articles and had not raised any concerns. The Board noted that some minor changes would be negotiated with the SU.

The Board approved the proposed draft articles subject to minor changes and authorised the Chair of FPR to approve these changes on behalf of the Board.

The Board authorised a sub-committee of the Chair of MPIC, the Chair of FPR and

the Vice Chancellor to consent to the transfer of undertaking from the current unincorporated association to the newly incorporated company on behalf of the University.

Amy Eden and Matt Myles-Brown left the meeting

13. Corporate strategy 2020-25 update

The Board noted the corporate strategy update.

14. Corporate risk report

The Board noted the updated risk register which had been discussed by the Group Audit and Risk Committee.

15. Reports and decisions of committees report

The Board noted the report from committees.

The Board approved the updated terms of reference for the Academic Board and for the Enterprise Advisory Board.

16. Group strategy day notes

The Board noted the notes from the Group strategy session of 17 December 2020.

17. Declarations of interests

The Board authorised the declared interests of John Cole and Deepa Shah.

Date of next meeting
4.00 pm, on Thursday, 20 May 2021

Confirmed as a true record

..... (Chair)