MINUTES APPROVED/**CONFIRMED**
Board of Governors

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD AT 9.30AM ON WEDNESDAY 26 NOVEMBER 2025 IN THE 5TH FLOOR CORNER ROOM, TOWN HOUSE, PENRHYN ROAD CAMPUS

PRESENT: Tom Smyth (Chair), Seetha Kumar, Sean Alleyne, Caroline Mawhood, Stephan Burow, Bimal Patel (until 12.00), Evelyn Eguridu, Steven Spier, Hamza Haroon, Richard Thomas, Katharine Jackson, Katy Taylor, Ian Jennings, Behrouz Zafari, Roger King.

In attendance
Amir Alani, Provost, Faculties of Engineering, Science and the Environment and of Business and Social Sciences; Kathy Curtis, Provost, Faculty of Health, Science, Social Care and Education and of Kingston School of Art; Louisa Green, Executive Director for Students; Caroline Harries, Chief Operating Officer and Chief Financial Officer; Adrian Parry, University Secretary; Simon Wortham, Acting Head of Academic Services; Kate O'Doherty, Governance Support Manager (minutes).

The Chair welcomed new independent governors Sean Alleyne, Evelyn Eguridu and Seetha Kumar, and the Kingston Student Union President and student governor Hamza Haroon, to their first full meeting of the Board.
The Chair also acknowledged the Board's appreciation to Nikki Pritchard, Governance and Committees Advisor, who was leaving the University, and thanked her for her work in supporting the Board and its committees and wished her well for the future.

Formal Matters

1. Apologies
1.1 Apologies for absence were received from John Marsh. The meeting was deemed quorate.

2. Conflicts of Interest
2.1 No conflicts of interest were declared.

3. Minutes of the Board of Governors held on 25 June 2025
3.1 The minutes of the Board of Governors meeting held on 25 June 2025 were **approved**.

4. Matters Arising / Action Grid (Paper 01/25)
4.1 The Board **noted** the action grid and the updates presented.

5. Ratification of Decisions taken by Chair's Action / Use of the University Seal (Paper BG 02/25)
5.1 The Board **ratified** the actions as set out in the paper.

Chair's Business – verbal report
6. The Chair provided an update on the following matters:
6.1 CUC Higher Education Code of Governance Review

6.1.1 The Chair noted that the Committee of University Chairs (CUC) was undertaking a major review and revision of its Higher Education Code of Governance. Extensive consultation had taken place and a draft of the new Code was expected in the new year. The University had provided input to the consultation process.

6.2 Board Effectiveness Review

6.2.1 An internal Board effectiveness review had taken place in 2024. The second stage of the review was intended to provide a focussed external review of a discrete set of key activities that would be determined in the light of emerging priorities.

6.3 Skills Matrix

6.3.1 The Chair advised that a questionnaire would be circulated to governors to enable a skills matrix to be developed.

6.4 Middle Mill capital project

6.4.1 A staged indicative timeline to facilitate the formal submission of a proposal to the Board would be devised.

6.5 Artificial Intelligence (AI)

6.5.1 It was proposed that this area should be examined in more depth at an upcoming meeting of the Board.

Vice-Chancellor's Business

7. Vice-Chancellor's Report (Paper BG 03/25)

7.1 The Vice Chancellor introduced his report, which provided an overview of the University's current position, and of recent sector-wide developments and their implications for the University.

7.2 The Board welcomed the Vice-Chancellor's updates.

8. COO Update (Paper BG 04/25)

8.1 The Chief Operating Officer and Chief Financial Officer (COO and CFO) presented the report, which provided an overview of matters relating to finance, infrastructure and human resources.

8.2 The Board welcomed the COO's updates.

Confidential Item

9. British Academy of Jewellery (BG 05/25)

9.5 The Board **noted** and **endorsed** the report.

10. Strategic Risk Register and Business Continuity Update (Paper BG 06/25)

10.1 The University Secretary presented the report, which provided the latest iteration of the Strategic Risk Register (SRR) and included an update on key developments across the risk, business continuity and insurance portfolios.

10.2 The Board **noted** and **endorsed** the paper.

Finance and Audit Business

11. External Audit Draft Completion Report (Paper BG 07/25)

11.1 The Board considered and noted the findings in the report.

11.2 The Board **approved** the report for submission to the OfS.

12. Financial Plan for OfS Submission (Paper BG 08/25)

12.1 The COO and CFO introduced the report, which presented the University's Financial Plan for submission to the OfS. The draft plan had been approved by the Board at their meeting on 25 June 2025 and had been updated for year-end actualisation.

12.2 The Board **approved** the Financial Forecast for submission to the OfS.

13. Going Concern Review (Paper BG 09/25)

13.1 The Board **approved** the recommendation in the paper that the University could be regarded as a going concern as at 26th November 2025 (accounts approval date).

14. Barclays Loan Agreement (paper BG 10/25)

14.1 The Board welcomed the updates from the COO and CFO.

14.2 The Board **approved** the paper.

15. Draft Year End Accounts 31/7/25 (Paper BG 11/25)

15.1 The COO and CFO introduced the report, which presented the draft year end accounts for the year ended 31 July 2025 to the Board for approval.

15.2 Subject to the agreed minor amendments noted in the meeting, the Board **approved** the Financial Statements for the year ended 31 July 2025.

The following two papers were considered together:

16. Final Internal Audit 2024/25 Annual Report (Paper BG 12/25)
Updated Internal Audit Charter (Paper BG 13/25)

16.1 The Board welcomed the updates from the University Secretary

16.2 Both papers had been considered and noted by ARAC.

16.3 The Board **noted** the final Internal Audit 2024/25 Annual Report.

16.4 The Board **approved** the updated Internal Audit Charter, which ensured alignment with the Global Internal Audit Standards.

Board Business

17. KSU Update *(Verbal Update by the Kingston Student Union President)*

17.1 The President of Kingston Students Union (KSU) provided a verbal report that summarised KSU activity in recent months.

17.2 The Board offered their congratulations and acknowledged that KSU was now operating in a much more professional and business orientated way than previously.

17.3 For the benefit of the new governors on the Board, the Executive Director for Students gave a brief summary of issues that had been addressed at the Students Union during the preceding 18 months.

17.4 The Board **noted** the KSU President's verbal report.

Clerk's Reports: Regulation and Governance

18. Higher Education Regulation and Policy Update (Paper BG 15/24)

18.1 The University Secretary introduced the report, which provided a summary of relevant key issues in the HE sector.

18.2 The Board **noted** the paper.

19. Revised Gift Acceptance Policy (Paper BG 15/25)

19.1 The Acting Head of Academic Services introduced the proposed updated Gift Acceptance Policy, which followed a recent internal audit recommendation.

19.2 The Board **approved** the revised Gift Acceptance Policy.

20. Access & Participation Plan (APP) - Annual Report 2024/5 (Paper BG 16/25)

20.1 The Board welcomed the updates from the Executive Director for Students.

20.2 The Board **noted** the paper.

21. Gender, Ethnicity and Disability Pay Gap Report (Paper BG 17/25)

21.1 The Board **noted** the positive report.

22. Annual Report on the delivery of the Prevent Duty (Paper BG 18/25)

22.1 The University Secretary presented the report, which provided assurance to the Board of Governors that the University was delivering its obligations under the Prevent duty.

22.2 The Board **approved** the paper.

Annual Reports and Items to be Noted

23. ARAC Annual Report 2024/25 (BG 20/24)

23.1 The Chair of the Audit and Risk Assurance Committee presented the Committee's Annual Report.

23.2 The Board **noted** the report.

24. Academic Governance Committee Annual Report 2024/25 (Paper BG 20/25)

24.1 The Chair of the Academic Governance Committee (AGC), now renamed the Academic Assurance Committee, noted that the final meeting of AGC under its previous title had taken place in June 2025.

24.2 The Board **noted** the report.

25. Remuneration Committee Annual Report 2024/25 (BG 21/25)

25.1 The Chair of Remuneration Committee presented the Committee's Annual Report, noting that the revised Terms of Reference now aligned the business of the committee in a more coordinated way.

25.2 The Board **noted** the report and **approved** the Remuneration Committee Annual Report 2024/25 for publication on the University website.

26. Annual Sustainability Update (Paper BG 22/25)

26.1 The COO and CFO introduced the paper, noting that the University had a unique approach to sustainability in having one academic lead and one professional lead rather than having a standalone team. The approach remained to embed sustainability across all areas of the University and this was proving successful.

26.2 The Board **considered** and **noted** the paper.

27. Board of Governors Plan of Business 2025/26 (Paper BG 23/25)

27.1 The Chair presented the 2025/26 Plan of Business, which set out the business for the Board throughout the 2025/26 academic year.

27.2 The Board **approved** the plan of business.

Any Other Business

None.

Dates of forthcoming meetings:

9.30am, Wednesday 25 March 26
9.30am, Wednesday 13 May 26
3.00pm, Wednesday 24 June 26

Dates of forthcoming Academic Council meetings:
1.00pm, Wednesday 28th January 2026
1.00pm, Wednesday 29th April 2026
1.00pm, Wednesday 1st July 2026

Signed: …………………………………………… **Date**: ………………
Tom Smyth (Chair)