

**MINUTES  
Board of Governors**

**CONFIRMED**

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD AT 3.00PM ON  
WEDNESDAY 25<sup>TH</sup> JUNE 2025 IN THE 5<sup>TH</sup> FLOOR CORNER ROOM, TOWN HOUSE, PENRHYN  
ROAD CAMPUS**

**PRESENT:** Francis Small (Chair), Katharine Jackson, Ian Jennings, Roger King, John Marsh, Caroline Mawhood, Andrew Pearce, Bimal Patel, Tom Smyth (Chair-elect), Steven Spier, Katy Taylor, Richard Thomas, Behrouz Zafari

**IN ATTENDANCE:** Amir Alani, Dean of Engineering, Computing and Environment; Kathy Curtis, Dean of Health, Science, Social Care and Education; Louisa Green, Executive Director for Students; Caroline Harries, Chief Operating Officer; Adrian Parry, University Secretary; Kate O'Doherty, Governance Support Manager (minutes)

*The Chair welcomed Professor Amir Alani and Professor Kathy Curtis to the meeting.*

**Formal Matters**

**54. Apologies**

54.1 Apologies for absence were received from Stephan Burow, Independent Governor and Helen Laville, Provost and Deputy Vice-Chancellor. The meeting was deemed quorate.

**55. Conflicts of Interest**

55.1 No conflicts of interest were declared.

**56. Minutes of the Board of Governors held on 26<sup>th</sup> March 2025**

56.1 The minutes of the Board of Governors meeting held on 26<sup>th</sup> March 2025 were **approved** as an accurate record.

**57. Matters Arising / Action Grid (Paper 40/24)**

57.1 The Board **noted** the action grid and the updates presented. There were no outstanding actions.

**58. Ratification of Decisions taken by Chair's Action / Use of the University Seal (Paper BG 41/24)**

58.1 The Board **noted** that there were no occasions where Chair's action had been taken since the last meeting.

58.2 The Board **ratified** the use of the University seal as set out in the paper.

**Chair's Business**

**59. Board and Committee Membership (Paper BG 42/24)**

- 59.1 It was noted that this was Andrew Pearce's final meeting as he was retiring from the Board with immediate effect.
- 59.2 The Board **agreed** that:
- (a) The role of Vice-Chair should be held vacant for a period of up to 12 months to enable the incoming Chair to fully review the requirements of the role and to assess options for taking the role forward.
  - (b) Bimal Patel be invited to chair the Finance Committee.
  - (c) Katy Taylor be invited to chair the Remuneration Committee.
  - (d) Sean Alleyne be invited to join the Audit and Risk Assurance Committee; Evelyn Eguridu be invited to join the Nominations and Governance Committee and the Remuneration Committee; and Seetha Kumar be invited to join the Academic Assurance Committee.
  - (e) Katharine Jackson be invited to transfer from the Audit and Risk Assurance Committee to the Finance Committee. **[CG&CU to note]**

### **Vice-Chancellor's Business**

#### **60. Vice-Chancellor's Report (Paper BG 43/24)**

- 60.1 The Vice-Chancellor's updates were welcomed by the Board.
- 60.2 The Board **noted** the paper and the agreed **action**.

#### **61. COO Update (Paper BG 44/24)**

- 61.1 The Board welcomed the updates from the Chief Operating Officer (COO).
- 61.2 The Board **noted** the paper.

#### **62. Strategic Risk Register (SRR) and Business Continuity Update (Paper BG 45/24)**

- 62.1 The Board welcomed the updates from the University Secretary.
- 62.2 The Board **noted** and **endorsed** the paper.

### **Board Business**

#### **63. Financial Plan 2024/25 (Paper 46/24)**

- 63.1 The Chief Operating Officer's updates were noted by the Board.
- 63.2 The Board **approved** the draft plan to form the basis of next year's budget and the forward 5 year projection.

#### **64. Kingston Students Union Update (Paper BG 47/24)**

- 64.1 The Board welcomed the updates from the Executive Director for Student Services. The Union's constitution had been reviewed and approved and its audited accounts had been submitted to the Charity Commission by the required deadline.
- 64.2 The Board **approved** the paper.

### **Clerk's Reports: Regulation and Governance**

#### **65. Higher Education Regulatory and Policy Update (Paper BG 48/24)**

- 65.1 The Board welcomed the updates from the University Secretary.
- 65.2 The Board **noted** the paper and **agreed** that the Chair-elect and Academic Assurance Committee should receive delegated authority to approve any immediate changes to policies that may be required in the light of the new OfS guidelines on freedom of speech.

**[Chair-elect / University Secretary to note]**

**66. Scheme of Delegation Review (Paper BG 49/24)**

- 66.1 The Secretary introduced the paper which presented the updated Scheme of Delegation for approval following an annual review. As an outcome of the 2024 Board Effectiveness Review, the Scheme of Delegation had been streamlined and updated.
- 66.2 The Board **approved** the paper.

**67. Review of Code of Conduct for Members of the Board of Governors (Paper BG 50/24)**

- 67.1 The University Secretary introduced the paper which presented the revised Code of Conduct and Statement of Expectations for members of the Board of Governors. This was an outcome of the 2024 Board Effectiveness Review.
- 67.2 The Board **approved** the paper.

**68. Review of Standing Orders for the Board (Paper BG 51/24)**

- 68.1 The University Secretary presented the paper and explained that the Standing Orders for the Board set out the specific procedures and processes to be followed by the Board for the conduct of its business. The existing Terms of Reference had been annulled and the Standing Orders revised and updated to make clear that they also served as the Board's Terms of Reference.
- 68.2 The Board **approved** the paper.

**69. Review of Statement of Primary Responsibilities (BG 52/24)**

- 69.1 The University Secretary presented the paper, noting that the Statement of Primary Responsibilities summarised the Board's principal responsibilities as set out in the University's Instrument and Articles of Government. It was also a key governance document underpinning the principles of good governance as set out in the Office for Students' "E" conditions of registration which the University was obliged to comply with.
- 69.2 Following a benchmarking exercise as part of the 2024 Board Effectiveness Review, the Statement was revised and updated, in particular to recognise the Board's responsibility for oversight of the Students' Union.
- 69.3 The Board **approved** the paper.

**70. Terms of Reference for Board Committees (Paper BG 53/24)**

- a) Academic Assurance Committee**
- b) Audit and Risk Assurance Committee (to include ARAC Standing Orders)**
- c) Finance Committee**
- d) Nominations and Governance Committee**
- e) Remuneration Committee**

- 70.1 The University Secretary presented the paper, noting that Terms of Reference for all Board sub-committees had been extensively reviewed and updated to better reflect the business of each committee and had been assessed against regulatory expectations.
- 70.2 The Board **approved** the revised Terms of Reference for all Board sub-committees, including the Standing Orders for the Audit and Risk Assurance Committee.
- 70.3 The Board also **approved** the change of committee name from Academic Governance Committee to Academic Assurance Committee to make clearer the relationship between Academic Council and Academic Assurance Committee.

**[University Secretary / CG&CU to note]**

## **Annual Reports and Items to be Noted**

### **71. Annual Report on Safeguarding, Bullying and Harassment 2024/25 (Paper BG 54/24)**

71.1 The Chief Operating Officer introduced the report which combined the Student Safeguarding Annual Report, previously considered by Academic Governance Committee, and the Bullying and Harassment Annual Report, previously considered by Remuneration Committee.

71.2 The Board **noted** the paper.

### **72. Omnibus Report on Student Complaints and Collaborative Partnerships Monitoring 2023/24 (Paper BG 55/24)**

72.1 The Board welcomed the updates from the Executive Director of Student Services.

72.2 The Vice-Chancellor noted that the University took great care in considering collaborative partnerships, and ongoing partnership expansion plans would be carefully managed.

72.3 The Board **noted** the paper.

### **73. Annual Equalities Monitoring Report (Paper BG 56/24)**

73.1 The Chief Operating Officer presented the report which was very positive and also reflected well upon the University's core value of inclusivity.

73.2 The Board **noted** the report.

### **74. Honorary Awards for 2024-25 (Paper BG 57/24)**

74.1 The University Secretary introduced the paper which detailed the honorary awards to be conferred by the University for 2024/25, along with the nominations process and criteria used.

74.2 The Board **noted** the paper.

## **Any Other Business**

75. The Chair noted that it was Andrew Pearce's last meeting as he was retiring from the Board. The Chair thanked Andrew for his significant contribution to the work of the Board.

76. The Chair also placed on record the Board's thanks for her contribution to the success of the University and congratulations to Helen Laville who was leaving Kingston University to take up the role of Vice-Chancellor at Oxford Brookes University.

77. The Chair noted that Mandy Ure was retiring from her role as Dean of Kingston School of Art to return to her professional art practice. The Chair placed on record the Board's thanks and appreciation to her for her contribution to the success of the University.

78. The Chair noted that the three newly appointed KSU sabbatical officers for 2025/26 would be attending the Board dinner which followed the meeting.

79. Newly appointed governor Sean Alleyne was also attending the dinner. The two other new governors, Evelyn Eguridu and Seetha Kumar, had been unable to attend and had sent their apologies.

80. The Chair-elect noted that this was Francis Small's last meeting as Chair of the Board before his tenure concluded on 31<sup>st</sup> July 2025. The Board wished to place on record its thanks and appreciation to him for his contribution as Chair and over the ten years that he had served on the Board.

**Site Visit**

**81. Tour of Penrhyn Road Campus Ground Floor**

81.1 At the conclusion of the meeting, Governors were taken on a tour of the newly completed ground floor transformation works in the Penrhyn Road Main Building, led by Director of Estates Connor Wilson.

**Dates of forthcoming meetings:**

9.00am, Wednesday 26<sup>th</sup> November 25

9.00am, Wednesday 25<sup>th</sup> March 26

9.00am, *Wednesday 13<sup>th</sup> May 26 (Horizon Scanning Day)*

3.00pm, Wednesday 24<sup>th</sup> June 26

**Dates of forthcoming Academic Council meetings:**

1.00pm, Wednesday 8<sup>th</sup> October 2025

1.00pm, Wednesday 28<sup>th</sup> January 2026

1.00pm, Wednesday 29<sup>th</sup> April 2026

1.00pm, Wednesday 1<sup>st</sup> July 2026

**Signed:** .....  
Francis Small (Chair)

**Date:** .....