

**MINUTES**  
**Board of Governors**

APPROVED/CONFIRMED

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD AT 9.30AM ON WEDNESDAY 27<sup>TH</sup> NOVEMBER 2024 IN THE 5<sup>TH</sup> FLOOR CORNER ROOM, TOWN HOUSE, PENRHYN ROAD CAMPUS**

**PRESENT:** Francis Small (Chair), Pedro Barra, Stephan Burow, Katharine Jackson, Ian Jennings, Abdullah Khan, Roger King, John Marsh, Caroline Mawhood, Bimal Patel (until 12.30pm), Andrew Pearce (remote attendance), Tom Smyth (Chair-elect), Steven Spier, Katy Taylor, Richard Thomas.

**In attendance:** Louisa Green, Executive Director, Student Services; Caroline Harries, Chief Operating Officer; Adrian Parry, University Secretary; Kate O’Doherty, Governance Support Manager (minutes)

***The Chair welcomed new governors Katharine Jackson, John Marsh and Richard Thomas, and the Student Union President and student governor Abdullah Khan, to their first full meeting of the Board.***

**Formal Matters**

**1. Apologies**

1.1 Apologies for absence were received from Helen Laville.

**2. Conflicts of Interest**

2.1 It was noted that the Professional Services Staff Governor would be asked to leave the meeting during discussion of item 11 *Draft Financial Plan* (BG 08/24) due to his position as co-chair of the Kingston University branch of Unison.

**3. Minutes of the Board of Governors held on 26<sup>th</sup> June 2024**

3.1 The minutes of the Board of Governors meeting held on 26<sup>th</sup> June 2024 were **approved**.

**4. Matters Arising / Action Grid (Paper 01/24)**

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 02/24)**

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

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

**Vice-Chancellor’s Business**

**6. Vice-Chancellor’s Report (Paper BG 03/24)**

6.1 The Vice Chancellor introduced the report, which provided an overview of recent sector-wide developments and their implications for the University.

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

## **7. COO Update (Paper BG 04/24)**

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

7.2 The Board welcomed the COO's updates.

## **Finance and Audit Business**

### **8. Draft Year End Accounts 31/7/24 (Paper BG 05/24)**

8.1 The Board noted the updates from the COO.

8.2 The Board commended the COO, Director of Finance and their team for their work on preparing the accounts.

8.3 The Board **approved** the Financial Statements for the year ended 31 July 2024.

### **9. External Audit Draft Completion Report (Paper BG 06/24)**

9.1 The COO introduced the paper which presented the Draft Completion Report from the external auditor.

9.2 The Board **noted** the findings in the report as notified under agenda item 8: *Draft Year End Accounts 31/7/24* above.

9.3 The report was **approved** for submission to the OfS.

### **10. Internal Audit Annual Report 2023-24 (Paper BG 07/24)**

10.1 The Board noted the findings in the report as notified under agenda item 8: *Draft Year End Accounts 31/7/24* above.

10.2 The Board **noted** the report.

*[The Professional Services Staff Governor left the meeting for the following item]*

### **11. Draft Financial Plan (Paper BG 08/24)**

11.1 The Chief Operating Officer's updates were noted by the Board.

11.2 The Board **approved** the plan for submission to OfS

*[The Professional Services Staff Governor rejoined the meeting]*

### **12. Going Concern Review (Paper BG 09/24)**

12.1 The COO presented the paper, noting that the draft accounts had already been considered and scrutinised by both ARAC and Finance Committee.

12.2 The Board **approved** the recommendation in the paper that the University should be regarded as a going concern as at 27 November 2024.

### **13. Strategic Risk Register and Business Continuity Update (Paper BG 07/23)**

13.1 The University Secretary presented the paper, which provided the latest iteration of the Strategic Risk Register (SRR) plus the benchmarking of sector-wide risks.

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

## **Board Business**

### **14. KSU update from Executive Director for Student Services (Paper BG 11/24)**

- 14.1 The Executive Director for Student Services introduced the report which summarised changes to how the University and Kingston Students' Union (KSU) will work together following turnaround work carried out by the KSU.
- 14.2 The Board **noted** the paper.

***[Kingston Students' Union Chief Executive Officer, Annabel Mabin, joined the meeting to present the following item]***

**15. KSU Constitution and Term 1 CEO Report (Paper BG 12/24)**

- 15.1 The CEO of Kingston Student's Union (KSU) presented the report, noting that significant progress KSU had made.
- 15.3 The Board **noted** the paper.

***[The following items were considered together]***

**16. KSU Financial Statements and Trustees Report for year ended 31 July 2023 (Paper BG 13/24)**

**KSU President's Report Verbal update**

- 16.1 The KSU President provided a verbal update on recent activities and key challenges faced by the Union, and steps being taken to manage and address these.
- 16.2 The Board **confirmed** that satisfactory assurance had been received on KSU's management of public funds for the academic year 2022/23.
- 16.3 The Board **confirmed** to the KSU President that a decision on the block grant would now be passed to the Senior Leadership Team (SLT) for agreement and action.

**[KSU President to note]**

***[The order of business was varied to consider agenda item 23: ARAC Annual Report 2022/23 (BG 19/24) next]***

**17. ARAC Annual Report 2022/23 (BG 19/24)**

- 17.1 The Board **noted** the paper.

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

**18. Board Effectiveness review – Preliminary Report (Paper BG 14/24)**

- 18.1 The University Secretary presented the report, which provided an overview of the key findings of the Board effectiveness review.
- 18.2 The Board **noted** the paper.

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

- 19.1 The Board **noted** the paper.

**20. Access & Participation Plan (APP) Annual Report (Paper BG 13/23)**

- 20.1 The Executive Director for Students introduced the report, which set out the concluding position for those targets included in the previous APP which had ended in 2023/24. She also confirmed data starting points, governance arrangements and implementation plans for the new APP which would be implemented from 2024/25.
- 20.2 The Board **noted** the paper and the agreed **action**.

**21. Equalities Pay Gap Report 2024 (Paper BG 17/24)**

- 21.1 The Board **noted** the report, which would form the basis of the University's published information in relation to pay inequalities required by 31 March 2025.

**22. Annual Report on the delivery of the Prevent Duty (Paper BG 18/24)**

- 22.1 The University Secretary presented the report, which provided an overview of the activities delivered for the previous academic year to discharge the University's duty under section 26 of the Counter-Terrorism and Security Act 2015. By submitting an annual accountability and data return to the OfS, the Board provided assurance that the University was meeting its responsibilities under the Prevent duty.
- 22.2 The Board **approved** the paper.

**Annual Reports and Items to be Noted**

**23. AGC Annual Report 2022/23 (BG 20/24)**

- 23.1 The Board **noted** the paper.

**24. Remuneration Committee Annual Report 2022/23 (BG 21/24)**

- 24.1 The Board **noted** the paper.

**25. Board of Governors Plan of Business 2024/25 (Paper BG 22/24)**

- 25.1 The Chair presented the 2024/25 Plan of Business which set out the business for the Board through the 2024/25 academic year.
- 25.2 The Board **approved** the plan of business.

**Any Other Business**

- 26. The Board was informed of a significant fire which had broken out in the early hours of that morning in the Avionics Building at the Knights Park Campus. This building provided studios for fine art courses. The Fire Brigade had contained the fire to the ground floor and it was confirmed there had been no danger to life and no injuries had been sustained. The cause of the fire was currently unknown. It was likely that the building would be unavailable for use for some time and contingency arrangements would be made. Some student work had been destroyed and damaged and appropriate action would be taken to mitigate the impact of this loss upon assessments.
- 27. The Chair thanked SLT colleagues and paper authors for their work in preparing the papers for today's meeting.

**Dates of forthcoming meetings:**

- 9.30am, Wednesday 26<sup>th</sup> March 25
- 9.30am, Wednesday 7<sup>th</sup> May 25
- 3.00pm, Wednesday 25<sup>th</sup> June 25

**Dates of forthcoming Academic Council meetings:**

- 1.00pm, Wednesday 29<sup>th</sup> January 2025
- 1.00pm, Wednesday 30<sup>th</sup> April 2025
- 1.00pm, Wednesday 2<sup>nd</sup> July 2025

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

**Date:** .....