

MINUTES
Board of Governors

CONFIRMED

MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS HELD AT 9.30AM ON TUESDAY 28TH NOVEMBER 2022 IN ROOM JG4007, JOHN GALSWORTHY BUILDING, PENRHYN ROAD CAMPUS

PRESENT: Francis Small (Chair), Pedro Barra, Sandra Campopiano (Vice Chair), Samad Chaudhry, Dirk Kahl, Roger King, Caroline Mawhood, Alison Osborne, Bimal Patel, Tom Smyth (*until 11.00am*), Steven Spier, Katy Taylor (*remote attendance*)

IN ATTENDANCE: Louisa Green, Executive Director for Students; Caroline Harries, Chief Operating Officer; Helen Laville, Provost; Adrian Parry, University Secretary; Kate O'Doherty, Governance Support Manager (minutes)

The Chair welcomed Adrian Parry as the newly appointed University Secretary.

The Chair also introduced Samad Chaudhry, UKS President, to those governors who had been unable to attend the Board meeting held on 28 September 2023.

Referring to the outcome of the Teaching Excellence Framework (TEF), the Chair reiterated that the award of Gold across all categories was an exceptional result for the University and commended those involved for this achievement.

Formal Matters

9. Apologies

9.1 Apologies for absence were received from Stephan Burow, Jane Hargreaves and Andrew Pearce.

10. Conflicts of Interest

10.1 No conflicts of interest were declared.

11. Minutes of the Board of Governors held on 28 June 2023 and 28 September 2023

11.1 The minutes of the Board of Governors meetings held on 28th June 2023 and 28 September 2023 were **approved**.

12. Matters Arising / Action Grid (Paper 02/23)

12.1 The Board **noted** the action grid and the updates presented.

13. Ratification of Decisions taken by Chair's Action / Use of the University Seal (Paper BG 03/23)

13.1 The Board **ratified** the actions set out in the paper.

Finance Business

14. Vice-Chancellor's report (Paper BG 04/23)

14.1 The Vice-Chancellor's updates were welcomed by the Board.

- 14.2 The Board **noted** the paper.
- 14.3 It was noted that a Future Skills workshop with the Board would be held in the Spring. **[Vice-Chancellor to note]**

15. Financial Plan (for submission to the OfS) (Paper BG 05/23)

- 15.1 The Chief Operating Officer's updates were noted by the Board.
- 15.2 The Board **approved** the plan for submission to the OfS to operate outside Financial Strategy KPIs as agreed.

16. Draft Year End Accounts 31/7/23 (Paper BG 06/23)

- 16.1 The Board noted the updates from the Chief Operating Officer.
- 16.2 The Board **approved** the Financial Statements for the year ended 31 July 2023.

The order of business was varied to consider agenda items 13 and 12 (papers BG 09/23 and BG 08/23) next

17. External Audit Draft Completion Report (Paper BG 09/23)

- 17.1 The Chief Operating Officer introduced the paper which presented the Draft Completion Report from the external auditor.
- 17.2 The Board **noted** the findings in the report.
- 17.3 The report was **approved** for submission to the OfS.

18. Going Concern Review (Paper BG 08/23)

- 18.1 The Chief Operating Officer's updates were welcomed by the Board.
- 18.2 The Board **approved** the recommendation in the paper that the University could be regarded as a going concern as at 28 November 2023.

Chair's Updates

19. Board succession and recruitment (Verbal update)

- 19.1 The Chair provided a verbal update on Board membership matters.
- 19.2 The Board **noted** the updates.

20. Appointment of University Clerk (Verbal update)

- 20.1 The Chair asked that the Board confirm the appointment of Adrian Parry to the role of University Clerk.
- 20.2 The Board unanimously **approved** the appointment.

Vice-Chancellor's Business

21. Strategic Risk Register and Business Continuity Update (Paper BG 07/23)

- 21.1 The Board welcomed the updates from the University Secretary.
- 21.2 The Board **noted** and **endorsed** the updates and key developments to the Strategic Risk Register and across the business continuity portfolio, and the agreed **action**.

Audit Business

22. Internal Audit Annual Report 2022-23 (BG 10/23)

- 22.1 The Board noted the updates from the University Secretary.
- 22.2 The Board **noted** the paper.

23. Financial Regulations update (BG 11/23)

- 23.1 The Chief Operating Officer's updates were welcomed by the Board.
- 23.2 The Board **approved** the paper.

24. Union of Kingston Students Update (*Verbal update*)

- 24.1 The President of the Union of Kingston Students (UKS) made a short presentation that provided an overview of UKS, its Board and governance structure, team members and key events of the year.
- 24.2 The Board **welcomed** the presentation and **noted** its contents.

Clerk's Reports: Regulation and Governance

25. HE Regulation & Statutory Update (Paper BG 12/23)

- 25.1 The Board welcomed the updates from the Interim University Secretary.
- 25.2 The Board **noted** the paper.

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

- 26.1 The Board welcomed the updates from the Executive Director for Students.
- 26.2 The Board **noted** the paper.

27. Annual Prevent Return (Paper BG 14/23)

- 27.1 The Board noted the updates from the Provost.
- 27.2 The Board **approved** the paper.

28. OfS Tracker (Paper BG 15/23)

- 28.1 The Board welcomed the updates from the University Secretary.
- 28.2 The Board **noted** the paper and the change to the RAG rating for Condition B3.

29. Gender, Ethnicity and Disability Pay Gap Report 2023-24 (Paper BG 16/23)

- 29.1 The Chief Operating Officer's updates were welcomed by the Board.
- 29.2 The Board **noted** the paper.

30. Board Effectiveness (*Verbal update*)

- 30.1 The Chair provided an update on the proposed Board Effectiveness Review. Progress would be reported to the Board of Governors meeting in June 2024.

Annual Reports and Items to be Noted

31. ARAC Annual Report 2022/23 (BG 17/23)

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

32. AGC Annual Report 2022/23 (BG 18/22)

- 32.1 The Board noted the updates from the Chair of AGC.
- 32.2 The Board **noted** the paper.

33. Remuneration Committee Annual Report 2022/23 (BG 19/23)

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

34. Board of Governors Plan of Business 2023-24 (Paper BG 20/23)

- 34.1 The Board **approved** the plan of business.

Any Other Business

35. The Chair placed on record his thanks to members of SLT for their hard work and commended their efforts and achievements during a challenging year.

Dates of forthcoming meetings:

9.30am, Wednesday 20 March 24

9.30am, Wednesday 8 May 24

3.00pm, Wednesday 26 June 24

Dates of forthcoming Academic Council meetings:

1.00pm, Wednesday 31 January 2024

1.00pm, Wednesday 1 May 2024

1.00pm, Wednesday 3 July 2024

Signed: Francis Small (Chair)