

Board of Trustees

Minutes of the open (unreserved) meeting of the Board of Trustees
held on **Tuesday, 25th November 2025** at 5pm via Teams.

Name	Title	25/11	24/02	26/05	21/07
Sally Glen	Trustee (Chair)	√			
Anthea Bamford	Trustee	√			
Dotun Olaleye	Trustee	√			
Gillian McGrattan	Trustee	√			
Heather Salway	Trustee	√			
Nafeesa Timmins	Trustee	A			
Param Sahni	Trustee (Student)	√			

In attendance

Hannah Friend	Chief Executive Officer	√			
Shazhad Asghar	Director of Finance	√			
Sandra Bekvalac	Head of Governance & Compliance	√			
Kirsten Clayton	Servicing Officer	√			

25.70	<p>CHAIR'S WELCOME</p> <p>The Chair formally noted the resignation of Kevin Jones in August 2025 and recorded the Board's thanks for his significant contribution, particularly in admissions and marketing.</p> <p>She also noted that Nafeesa Timmins was on maternity leave.</p> <p>It was noted that trustee recruitment would be discussed later, particularly to address skills gaps as identified by the Nominations Committee.</p>
25.71	<p>APOLOGIES</p> <p>There were no apologies.</p>
25.72	<p>TERMS OF REFERENCE</p> <p>The Chair noted that the Terms of Reference are reviewed annually rather than at every meeting. A gap was identified relating to the explicit reference to risk identification, strategic risk management and mitigation within the Board's Terms of Reference.</p> <p>25.72.1 Action: Chair to discuss the inclusion of risk responsibilities within the Terms of Reference with the Head of Governance & Compliance.</p>

25.73	<p>AMENDMENTS TO THE REGISTER OF INTERESTS</p> <ul style="list-style-type: none"> • Updates to current employment had been made for Anthea Bamford and Gillian McGrattan. • The Student Trustee, Param Sahni, reported a change in employment which requires removal of a previous job entry. • The Register was confirmed as otherwise up to date for the past three years. <p>25.73.1 Action: Servicing Officer to update the Register of Interests to reflect the Student Trustee’s change in employment.</p> <p>The Head of Governance & Compliance updated the Board on new legal requirements (effective 18th November 2025) requiring directors and persons of significant control to verify their identity with Companies House.</p> <p>Trustees who have already completed verification for other organisations may provide their unique identifier. Trustees who have not yet completed verification were asked to notify the Head of Governance & Compliance so support can be provided if necessary.</p> <p>25.73.2 Action: Trustees to confirm completion of Companies House identity verification or contact the Head of Governance & Compliance for support in completing this.</p>
25.74	<p>DECLARATIONS OF INTEREST</p> <p>No additional declarations were made beyond those noted in the Register of Interests.</p>
25.75	<p>MINUTES OF UNRESERVED MEETING, 22nd JULY 2025</p> <p>The minutes of the unreserved (open) meeting held on 22 July 2025 were approved as a true and accurate record.</p>
25.76	<p>ACTION LOG AND MATTERS ARISING</p> <p>The Board reviewed the action log. One outstanding action relating to benchmarking data was noted and it was agreed that this could be carried forward to the next meeting. The Board recorded its thanks to John Hills for his excellent work in producing the APP.</p>
25.77	<p>CHAIR’S BUSINESS</p> <p>The Chair highlighted two important documents to which she wanted to ensure that the Board paid particular attention: the Education Report and the SED (which formed part of the CEO’s report). She stated that the Board had the opportunity at this meeting to comment on either and ask questions.</p>
25.78	<p>CHAIR’S ACTIONS</p> <p>The Chair reported on actions taken since the last meeting, including:</p>

	<ul style="list-style-type: none"> • Signing the Prevent annual declaration. • Signing a Deed of Covenant relating to loss of light compensation connected to the development works at the next door property. <p>These actions were noted by the Board.</p>
<p>25.79</p>	<p>ANNUAL EDUCATION REPORT The Acting Director of Education, Amanda Wilkinson, presented the Education Report. Key points noted by the Board included:</p> <ul style="list-style-type: none"> • Data trends were largely expected and aligned with known operational challenges. • Improvements in application-to-enrolment conversion rates. • Ongoing work to address legacy programme inconsistencies and improve academic coherence. • Challenges in capturing robust employability and destination data, with plans to develop improved systems. • Work underway to improve placement experience consistency and integration of academic and practice learning. • Positive early indications from changes to staffing structures, including fractional contracts and enhanced academic development. • Recognition of ongoing concerns around communication and organisation highlighted in NSS and ISS results, with actions underway to improve feedback loops and student engagement. <p>The Board welcomed the report, thanked Amanda Wilkinson, and noted that the paper would also be considered by Academic Board.</p>
<p>25.80</p>	<p>CEO REPORT The CEO presented highlights from the report, including:</p> <ul style="list-style-type: none"> • Degree Awarding Powers (DAPs): Updated timeline from the Office for Students indicating a longer process, with outcomes expected in early 2027. • Access and Participation Plan: Positive progress, with only minor queries raised by OfS and approval expected. • Financial performance: A year-end surplus ahead of forecast; budget for 2025/26 remains on track. • Funding: Award of Higher Education Innovation Funding (HEIF), backdated to August 2025, noted as a significant achievement. • SED: this was well-received by the BoT who had no specific issues but noted that it felt like it was written on one consistent voice and very well put together. The CEO was congratulated on putting together an excellent document. • Student recruitment: Stable and positive trends, with early application numbers encouraging.

	<ul style="list-style-type: none"> • Trademarks: Resolution of unauthorised trademark issue and successful registration of the official Metanoia Institute trademark until 2035. <p>The Board congratulated the CEO and the Executive Committee on the funding success and the overall performance of MI.</p>
25.81	<p>PREVENT RETURN AND ANNUAL DECLARATION</p> <p>The Prevent return and annual declaration were presented and noted. The Board recorded that:</p> <ul style="list-style-type: none"> • No events had been cancelled or referrals made under Prevent. • There was a significant increase in the number of staff having completed the Prevent training.
25.82	<p>AUDIT AND RISK SUBCOMMITTEE (FOR NOTING)</p> <p>The unconfirmed minutes of the Audit and Risk Committee meeting (11th November 2025) were noted. The Chair and the Audit & Risk Subcommittee Chair reported a very positive external audit outcome, with no significant concerns identified.</p> <p>The Board formally thanked the Director of Finance and the finance team for the successful audit and all the hard work which had gone into the process.</p>
25.83	<p>ACADEMIC BOARD</p> <p>The minutes of the Academic Board meeting were noted. The Chair asked whether an external candidate would be appointed to the Academic Board. The CEO confirmed that there were two potential candidates in the pipeline. There were no further questions.</p>
25.84	<p>SCHEDULE OF BUSINESS</p> <p>No changes or amendments were suggested and nothing was raised in this section.</p>
25.85	<p>ANY OTHER BUSINESS</p> <p>No additional business was raised.</p>
25.86	<p>DATE AND TIME OF NEXT MEETING</p> <p>The next meeting of the Board of Trustees for the unreserved or open section of the agenda is on Tuesday 24th February 2026 at 5pm via Teams.</p>

SUMMARY OF ACTION POINTS AND DECISIONS

Item	Owner	Due Date	Action
25.72.1	Chair	24 th February 2026	Discuss the inclusion of risk responsibilities within the BoT's Terms of Reference with the Head of Governance & Compliance.
25.73.1	SO	31 st January 2026	Update the Register of Interests to reflect the Student Trustee's change in employment.
25.73.2	Trustees	24 th February 2026	Complete Companies House identity verification or contact the Head of Governance & Compliance for support in completing this.