

Board of Trustees

Minutes of the open (unreserved) meeting of the Board of Trustees held on **Tuesday, 27th May 2025** at 5pm via Teams.

2.38 WELCOME, INTRODUCTION AND APOLOGIES

Name	Title	26/11	25/02	27/05	22/07
Sally Glen	Trustee (Chair)	√	√	√	
Anthea Bamford	Trustee	-	√	√	
Dotun Olaleye	Trustee	A	√	√	
Gillian McGrattan	Trustee	-	√	√	
Heather Salway	Trustee	-	√	√	
Kelvin Jones	Trustee	A	√	A	
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	√	√	√	

There were apologies from Kelvin Jones.

25.39	DECLARATIONS OF INTEREST There were no declarations of interest.
25.40	MINUTES OF THE LAST MEETING The redacted minutes of the Board of Trustees (BoT) meeting held on 25 th February 2025 were agreed a true and accurate record.
25.41	MATTERS ARISING These are covered in the minutes from reserved agenda.
25.42	CEO REPORT The CEO report was covered in the reserved section of the meeting due to the confidential nature of some of the items in it.
25.43	GOVERNANCE The recommended editorial amendments to the Articles of Government were approved. Members unanimously agreed to pass a resolution amending the Articles of Government in line with the recommended editorial changes provided in the papers.

25.43.1 Decision: the revised Articles of Government were approved.

25.43.2 Action: HoGC to ensure relevant signatures are obtained to finalise the formal resolution and ensure that the final updated version of the Articles of Government is shared with regulators as the most up to date version.

The Schedule of Business for the Board of Trustee (BoT) meeting was then discussed, and it was agreed that the CEO report should be added as a standing item for every BoT meeting.

25.43.3 Action: add the CEO's report as standing item to the BoT agenda in the Schedule of Business.

25.43.4 Decision: the Schedule of Business was approved with the inclusion of the above.

NT then asked whether it was appropriate that the whistle blowing element of the Annual Update on Staffing should be in the public domain. It was agreed that this should be decided on a case-by-case basis, but that where possible summary data would be shared.

25.43.5 Decision: any whistle-blowing should be assessed before determining that this should go into the public minutes.

A further question about whether an item should be in the reserved or unreserved section of the meeting was then asked by AB who asked whether the Executive Committee minutes should be in the reserved or open section of the agenda. It was agreed that these would only be included in the reserved section of the agenda given the nature of the content which was often staffing and finance related.

25.43.6 Decision: the Executive Committee meeting minutes will be items in the reserved section of the meeting only.

DO raised a concern about the timeline for preparing and approving the annual accounts, noting that November may not provide enough time. The group discussed options to ensure the accounts can be finalised and approved before the regulatory deadline. NT stated that, when the accounts come to the BoT in November, they need to be as close as possible to the final version to ensure that the January deadline for submitting final accounts can be met.

25.43.7 Action: DoF and CEO to confirm that these timings can be met.

The Scheme of Delegation was then discussed, and it was agreed that this could serve as an appendix for the governance handbook.

25.43.8: Decision: the Scheme of Delegation was approved.

AB raised the question of whether the financial regulations were currently a published document. The HoGC noted that the draft was internal currently but confirmed that a reviewed version of these was due to come to the next BoT meeting. Once reviewed the regulations would be published on the website along with other policies and procedures.

25.43.9 Action: include the financial regulations on the July BoT agenda.

The BoT then discussed the Risk Management Policy. The HoGC confirmed that some amendments been made since the initial presentation to ARSC including the 'eager' risk calculation and it was this revised document for which she sought BoT approval. NT commented that this was an excellent document with some very helpful questions at the end and that the ARSC was very happy with it. She observed that it articulated, both well and clearly, how MI carried out its risk management. She made one request which was that 'eager' be amended to '14 and above'.

DO stated that he thought this was a good document but asked how it would be used operationally and how the organisation would ensure that it be embedded across the entire institution. NT confirmed that she had a conversation with the Chair of the BoT about this and had clarified that the work of managing risk was being done by the Executive Committee which held a regular review of risk at its monthly meeting. She also stated that, while the ARSC had overall ownership of the risk register, she thought it would be helpful if the chairs of the three sub-committees met to think about how they could work together to ensure that risk management was done properly. The meeting should include the Chair of the BoT, the CEO and the HoGC.

25.43.10 Action: amend 'eager' appetite for risk to '14 and above'.

25.43.11 Action: Set up meeting between Chair of the BoT, the Chairs of the SARSC, FSC and the ARSC with the CEO and HoGC to discuss how to work together on embedding the risk management policy in the organisation and co-ordinating the risk register.

25.43.12 Decision: the Risk Management Policy was approved.

The BoT then reviewed the Anti Bribery Policy. The Chair said that this needed to be underpinned with a trustee code of conduct. The HoGC confirmed that a suite of policies, including a trustee code of conduct, were being developed for the subcommittees and the BoT to approve in quarter 4 of the governance cycle.

	<p>25.43.13 Decision: the Anti Bribery Policy was approved.</p> <p>The BoT then discussed the CUC compliance mapping which had been brought by the HoGC for approval. This mapping, and the wider internal governance review, formed the basis for the policy amendments and other changes currently coming through the BoT for approval. She stated that in addition to the recommendations listed, she wanted to draw the Trustees' attention to one further recommendation in particular: the recommendation for a trustee, or a combination of trustees, to attend the Academic Board to strengthen the link between Academic Board and the Board of Trustees. GM observed that she had not come across a trustee ever attending an academic board and her view was that this was a piece of gold standard behaviour that was not always followed. The HoGC clarified that this was not a recommendation for a change of membership of the Academic Board but an invited in-attendance <u>visitor</u>. The trustee should not attend every meeting but could be biannual for example. NT then questioned what the purpose was of a trustee attending the Academic Board. The CEO then clarified that this amendment was about ensuring that a trustee could visit as and when they wished but that this rarely happened. She stated that this should be included in the terms of reference so that it was open and transparent but that there was no expectation that a trustee would be present at every meeting.</p> <p>25.43.14 Decision: the recommendations in the CuC mapping paper were approved including that trustees are invited to attend AB as a visitor</p> <p>25.43.15 Action: a paper on the Nominations Committee including its terms of reference to be brought to the next BoT meeting in July.</p>
<p>25.44</p>	<p>AUDIT & RISK SUB-COMMITTEE</p> <p>The minutes of the meeting held on 13th May 2025 were noted with no questions or comments. However, NT stated that the quality of papers presented at ARSC had improved considerably and now allowed for a better quality of discussion and she thanked the CEO and HoGC for this.</p> <p>There were no comments about the strategic risk register update provided. The Student Trustee did raise a question about the increased risk score in the context of the departure of key members of HR (the DoPC and the HR manager) and asked what steps were being taken to ensure that there was no impact on the student experience. The CEO responded by saying that without a well-oiled HR function everything in an organisation was potentially impacted and that the HR function was therefore critical to Metanoia Institute's (MI) People strategy. Finding replacements for these roles had therefore been prioritised and she confirmed that an interim DoPC was starting the next day (28th May) and an HR officer was starting on the following Monday (2nd June) to manage the impact and mitigate the risk. She also confirmed that there was no change to the People and</p>

	Culture strategy; the new DoPC will continue this so there should be no detrimental impact. GM stated that she did not believe there had been any change to staff turnover recently or to the inclusion strategy and therefore well-made appointments, there would not be any major negative impact on the organisation or the student body.
25.45	ACADEMIC BOARD MINUTES There were no questions, so the minutes were noted.
25.46	ANY OTHER BUSINESS The Chair thanked the HoGC for all her hard work and for taking everyone through papers so well. She also thanked the Student Trustee for his time and contribution.
25.47	DATE AND TIME OF NEXT MEETING The next meeting of the Board of Trustees is on 22 nd July 2025 at 5pm via Teams.

SUMMARY OF ACTION POINTS AND DECISIONS

Item	Owner	Due Date	Action
25.43.2	HoGC		Ensure relevant signatures are obtained to finalise the formal resolution and ensure that the final updated version of the Articles of Government is shared with regulators as the most up to date version
25.43.3	HoGC	22 nd July 2025	Add the CEO's report as standing item to the BoT agenda in the Schedule of Business.
25.43.7	DoF CEO	22 nd July 2025	DoF and CEO to confirm that these timings can be met.
25.43.9	SO	22 nd July 2025	Include the financial regulations on the July BoT agenda.
25.43.10	HoGC	22 nd June 2025	Amend 'eager' appetite for risk to '14 and above'.
25.43.11	SO	12 th June 2025	Set up meeting between Chair of the BoT, the Chairs of the SARSC, FSC and the ARSC with the CEO and HoGC to discuss how to work together on embedding the risk management policy in the organisation and co-ordinating the risk register.

25.43.15	HoGC	22 nd July 2025	Bring paper on the Nominations Committee including its terms of reference to the next BoT meeting in July.
25.43.1			Decision: the revised Articles of Government were approved.
25.43.4			Decision: the Schedule of Business which was approved with the inclusion of the above.
25.43.5			Decision: any whistle-blowing should be assessed before determining that this should go into the public minutes.
25.43.6			Decision: the Executive Committee meeting minutes will be items in the reserved section of the meeting only.
25.43.8			Decision: the Scheme of Delegation was approved.
25.43.12			Decision: the Risk Management Policy was approved.
25.43.13			Decision: the Anti Bribery Policy was approved.
25.43.14			Decision: the recommendations in the CuC mapping paper were approved including that a trustee have the power to attend Academic Board meetings in an ex-officio capacity.