

BOARD OF TRUSTEES

Minutes of the meeting of the **BOARD OF TRUSTEES** held on **Tuesday 26th November 2024** at **5pm** on **MS Teams**.



25.01 WELCOME, INTRODUCTIONS AND APOLOGIES

Attendees

Sally Glen, Trustee (Chair)
Nafeesa Mitha, Trustee

In Attendance

Hannah Friend, CEO
Shazad Asghar, DoF
Paul McDermott (for items: 25.08.01 and 25.09), DoE
Peter Pearce (for item: 25,08.02), DoCT
Param Sahni, Student Trustee
Kirsten Clayton, Secretary

The Chair welcomed attendees and noted the agenda for the meeting. It was confirmed that the new student representative, Param Sahni, would join the meeting after item 25.06 and leave after item 25.14. The DoE and DoCT would join the meeting for the presentation of their respective papers.

25.02 APOLOGIES

Trustees Dotun Olaleye, Kelvin Jones, and Neil Laventure sent apologies.

25.03 DECLARATIONS OF ANY OTHER BUSINESS

None

25.04 AMENDMENTS TO THE REGISTER OF INTERESTS

None

25.05 MINUTES OF THE LAST MEETING

25.05.01 The minutes of the Board of Trustees (BoT) meeting held on the 25th of July 2023 were agreed as a true and accurate record.

25.06 MATTERS ARISING FROM THE MINUTES

The Chair reviewed action points from the previous meeting and noted the following as still outstanding:

- 25.06.1 Student Representative Training Handbook (item 24.43.6): The DoE will share this document with the secretary to the board for circulation by February 2025.
- 25.06.02 Student Association Milestones (item 24.43.7): The DoE to bring a paper to the February BoT meeting outlining the milestones for a student association.
- 25.06.04 Governance Review (item 24.52.1): currently on hold and awaiting the arrival of the new Head of Governance who starts in January 2025 and will be tasked with doing this. NM raised the fact that the term on the Audit and Risk sub-committee (ARSC) was three years rather than the four years for all other subcommittees. The Chair agreed that there should be congruence across all terms of office and that this would also be reviewed by the Head of Governance.

25.07 CHAIR'S UPDATE

New Trustees: The Chair reported that she and Trustee Dotun Olaleye had interviewed prospective candidates for the student trustee role and that Param Sahni had been selected. She also confirmed that three prospective trustees had also been interviewed and that this was on the agenda (item: 25.19).

Meaningful Conversations: The Chair noted that the series of Meaningful Conversations has gone well including the most recent one, 'Working Therapeutically with Transgender Clients.' The CEO commented that there had been positive feedback for this most recent one which suggested that the tone and content was right. It was noted that there will probably be one more, this time focusing on disability. No date has been set yet, but the working group will regroup before the Christmas break and start the planning process. and set a date. The next session is likely to be in February or March.

Student trustee joined the meeting.

25.08 STRATEGY

25.08.01 Education Strategy

DoE joined the meeting and provided a brief overview of the Education Strategy, highlighting key priorities such as aligning curricula with societal issues (the connected curricula concept) and enhancing student employability.

The Chair thanked DoE for the presentation and invited comments and questions. She raised the question as to whether DAPS was a big fork in road with regards to the education strategy and what the priority was after DAPS. The DoE said that DAPS was not necessarily a big fork in the road and that there was also the issue of not knowing how long the DAPS process would take. He pointed out that it might be a couple of years before Metanoia Institute (MI) can award degrees. DAPS would allow MI to take a bit more control and ensure a student experience more in tune with what it wants plus it provided the opportunity to think about markets it cannot currently access because it could then create bespoke curricula to suit these markets.

The Chair then went on to say it was a very comprehensive paper into which a lot of work had gone. Because there was so much in it, she wanted to get a sense of priorities and the sequencing of the stages of the strategy plus any resource or investment implications which would need to be agreed by the BoT.

[REDACTED]

The Chair then asked which areas would be the ones where risk would be generated if they weren't developed or pursued. The DoE stated that the skills agenda, scholarship agenda and curriculum development were all crucial elements for MI. The areas of research, scholarship as well as the links to knowledge exchange and enterprise meant that there would then be a third income stream from activities which would derisk the cycle associated with ensuring there were the appropriate number of students in any one cycle. The organisation would no longer be one that was completely dependent upon fee-paying income or student financing income.

The Chair then asked the CEO about priorities within the education strategy and whether there was an implementation plan. The CEO confirmed that implementation plans for each strategy were being developed and that these would be presented, along with the KPIs, to the board in February. The CEO confirmed that one of the priorities of the DoF of was to do a three-year financial plan which would support the strategy and sub strategies and the financial implications of the implementation plan. She also confirmed that there would be requests to the board for investments on the back of this. [REDACTED]

NM observed that the strategy looked comprehensive but that she would like to know if there are things that the DoE could not accommodate or include in it and on what basis were things excluded from it. The DoE said that, because it was developed specifically with MI in mind, things were left out on basis of what MI could support. He acknowledged that the education strategy was ambitious but not unachievable for MI. The CEO stated that one area left out was the recruitment of foreign students

which is currently not an objective for MI. The DoE confirmed this and said that there were plans to scope out a Tier 4 visa process over the next 5 years so by the end of 5 years this might be something MI might consider but it was not in the current plans.

25.08.01.01 **Action:** presentation of education strategy implementation plan plus KPIs at the February board meeting.

25.08.01.02 **Action:** [REDACTED]

The DoE then presented the annual education report for information – see item 25.09 for the minutes of this section of the meeting.

The DoCT joined the meeting once the DoE had presented on both the education strategy and the annual education report and had left the meeting.

25.08.02 Enterprise and Innovation Strategy

The DoCT began his presentation by setting some context and reminding the board that the enterprise and innovation strategy was developed to align with the overall MI strategy and that it was a road map which, alongside the education strategy, would ensure long-term resilience for the organisation. He highlighted that he had not separated enterprise and innovation from social impact. Any business partnerships would ideally be aligned with the notion of profit for purpose. He also stated that, once the strategy was agreed, the implementation plan would also cover what support and resource was required to deliver the enterprise and innovation strategy.

The Chair then asked if this would be run out of some kind of hub and the DoCT confirmed that there would be an innovation hub which would allow for agile working with partners. She also asked whether some things in the strategy would need to be done early in the process before moving on to other elements i.e. were there some parts of it that were more foundational, and which needed to be done first to be then able to then move onto subsequent parts of the strategy,

The DoCT confirmed that building capacity for MI own student placements was important and that there was a pressing need for this and for the development of MI own low-cost counselling service which often provided first placements for students. He updated on a meeting he was having with West Londonn College which has three sites in Hammersmith, Southall and Ealing about providing services to its students who are 16+. The development of this could be added to the Here4You service but extending the offering into the FE space.

Nafeesa Mitha then asked what the DoCT saw as the unique selling point of MI and what might persuade corporates to go in partnership with it as part of their CSR strategy versus other educational charities. In response, the DoCT stated that currently MI is amongst the largest specialist education mental health education providers in the UK. His view was that, in parallel with DAPS and so becoming the first specialist university in the psychological therapies, this would really position MI as a highly credible and desirable partner. He went on to say that MI already has a respectable reputation in terms of research partnership with underrepresented groups, and so all these aspects of the innovation and enterprise strategy would work together to secure MI's position as a recognised specialist in research in the psychological therapies and, in widening access and diversifying this research. The aim is that the organisation would become the go to partner for a corporate sponsor who also wants to address some of those aspects of in their own business or CSR strategy.

Nafeesa Mitha then asked a further question about what interdependencies were critical for success. The DoCT stated that new funding pathways into the psychological therapies would be important, particularly the legitimising of the more humanistic and person-centred forms of therapy within the free-at-point-of-delivery, statutory sector, predominantly the NHS. MI has had some success in this area, particularly the pilot scheme currently being run with the NHS which is in its third year. This has been well-received and is being evaluated by NHS England who are the funders, the UKCP and by an independent research arm as well. The NHS would like to repeat it, but it will be open for competitive tender and, while MI is well positioned because it has been successfully delivering it, nothing is guaranteed.

The DoCT went on to observe that there is an aspect of the enterprise and innovation strategy which is about focusing the curriculum on professional, entrepreneurial and leadership skills so that people come

out not just as highly skilled therapists but also as highly employable with business acumen in terms of setting up, running, managing an independent practice or contributing within an organisation and taking a leadership role.

The Chair stated that the BoT was very supportive of this strategy and that it was something which MI needed. She said that what the BoT wanted to see next was the implementation of the strategy. It contained a lot of workstreams, so it was important to understand the prioritisation and sequencing of these. This should be done in the implementation plan which would be presented, with the KPIs, to the BoT in February. The resource and investment implications, including those of setting up an innovation enterprise hub, also need to be established with these being presented to the BoT for consideration in May 2025. She also said that the BoT would want further updates as the project progresses.

25.08.02.01 **Action:** presentation of enterprise and innovation strategy implementation plan plus KPIs at the February board meeting.

25.08.02.02 **Action:** [REDACTED]

25.09 THE ANNUAL EDUCATION REPORT

The DoE reminded the BoT that the education report was the output of an interim process which was just designed to provide a status report with regards to education at MI for 23/24 i.e. the last academic year. It contained an overview of the key themes identified for the last academic cycle as well as data, in the appendices, from which the themes were drawn. The DoE asked the BoT to note the report but also asked for its agreement to move the process of producing the annual report into a new reporting cycle. The 24/25 education report will be produced in November 2025 to cover the previous academic cycle. This was agreed.

25.09.01 **Decision:** New reporting cycle approved and agreed by the BoT.

The Chair asked for any feedback. Param Sahni raised a question about Appendix 8, the student survey, where he noted that there seemed to be some dissatisfaction amongst students. He voiced a concern that there appeared to be a discrepancy between the reputation of MI and the experience that students were having. He went on to ask how the quality of teaching was monitored.

The DoE replied by saying that the numbers were not surprising and that he would expect better figures in the future. He also pointed out the extremely low response rates to the survey and said he was therefore nervous about how robust or representative the data was. He went on to say that he wanted to see greater engagement with students to get better quality student feedback because his view was that there was a tendency at MI for surveys to be completed predominantly by students who were not happy with their experience. He also confirmed that work was being done to improve the student experience.

Nafeesa Mitha then asked what the aim was of gathering these metrics i.e. what was the objective and over what time period. The DoE observed that this was a good question and that he needed to think about it more precisely. The Chair then said that the numbers alone were not helpful for the board. Her view was that there should be more analysis of what the numbers were showing plus a view on the implications of that analysis. She welcomed this as an interim report and recognised that this was part of an iterative process which had raised questions for the BoT. She stated that the BoT would look forward to the next iteration which should include some of the suggestions put forward around more narrative, more clearly defined actions as well as clarity on the question of the objective of data gathering and the period involved.

The DoE responded by saying that his intention was that that next year the report would be a summary of the key issues along with a summary of the action plan. This would not be the full action plan, but a summary which identified the key issues, and therefore the key priorities, which had come out of the module programme and thematic area reviews. He said that the key element for him was to be able to identify key actions and then learn from these to inform decisions about the future.

25.09.02 **Action:** To review and iterate the annual education report format to include more analysis, clear implications of the analysis and more clarity around the objective of gathering the data.

The DoE left the meeting after item 25.09 was completed at which point the DoCT was invited into the meeting to cover item 25.08.02 (see above).

25.10 ACADEMIC BOARD MEETING MINUTES FOR INFO

The Board received and noted the minutes from the Academic Board meeting on 14th November 2024.

25.11 APPROVAL OF 2025/26 FEE STRUCTURE

The fee structure was presented by the DoF and approved by the BoT. He stated that this increase in fees would ensure that the standards of education for the students at MI could be maintained. The Chair thanked the DoF for doing the financial modelling work. She also noted that the fee increase was reasonable, fair and congruent with the government proposal for university fee increases for the next academic year.

25.11.1 **Decision:** The board of trustees **approved** the proposed fee structure for 2024/25.

25.12 AUDIT & RISK SUB-COMMITTEE

25.12.1 The Board approved the minutes of the Audit and Risk Sub-Committee held on 12th November 2024.

Nafeesa Mitha then presented a brief overview of the main points covered at the ARSC. The external audit report and recommendations were approved.

It was recommended that Dotun Olaleye looks at the annual accounts and, if he has no issues, then the accounts will be signed off by the board. The management response was noted and the letter of representation was approved. Both the major incident plan and the business continuity plan had been reviewed and approved by the ARSC so it was recommended that the board approve these which it did.

The final item in this section was to review the risk register and identify any additional risks or changes. While the risk register had been reviewed by the ARSC, Nafeesa Mitha felt it was important to get input from the BoT and to have it also review the risk register. It was agreed that the register would come back to the BoT for further comment and input at the February meeting to ensure that it had been given enough consideration by all the trustees. This would also mean that the newly appointed trustees plus the new head of governance could review it too. There was a discussion about how frequently the risk register should come to the board for further review. Nafeesa Mitha suggested that there could be a brief update at each board meeting with the full risk register coming to the board once a year for discussion. Given how much financial information is presented at the November board meeting, it was suggested that the full risk register review should go on the agenda for one of the other meetings. The exact process and how this will work to be discussed and agreed at the February board meeting.

25.12.2 **Action:** To send the accounts to Dotun Olaleye for review and signing off so that the accounts could be formally signed off by the BoT.

25.12.3 **Decision:** To bring the risk register back to the February board meeting for further discussion and to agree the process for regular review by the BoT.

The student trustee then left the meeting.

25.13 TO APPROVE THE APPOINTMENT OF 2024-25 STUDENT TRUSTEE

The appointment of Param Sahni as the student trustee on the board for 2024/25 was approved by the BoT. While there is an option for the student trustee to be in role for two years, the Chair suggested that the period of the appointment should be for a year and then reviewed by both sides. This was accepted and approved by the BoT.

25.13.1 **Decision:** Param Sahni appointed as the student trustee for the academic year 24/25.

25.14 TO NOTE: TRUSTEE RESIGNATION

The BoT noted the resignation of Neil Laventure. He has started in a more senior role and has resigned due to greater job responsibilities. The Chair thanked him for his valuable contribution during his time on the board. The CEO also stated that she had received an email from Neil Laventure in which he said he had enjoyed working as a trustee.

25.15 CEO REPORT

The CEO presented highlights from the report which had been submitted to the board. The Chair thanked the CEO for her extremely comprehensive report.

The terms of reference of the Executive Committee were approved.

[REDACTED]

Nafeesa Mitha agreed with principle but also asked about the options for supporting students who were running into financial difficulties and the CEO confirmed that there would still be a hardship fund which would run alongside the bursary. She also thanked and congratulated the CEO on the management of the tribunal cases.

25.15.1 **Decision:** The terms of reference of the Executive Committee were approved

25.16 UPDATE: Q1 FINANCIAL POSITION

The Chair asked the DoF to provide brief highlights because the board had all read the finance paper.

[REDACTED]

25.16.1 **Action:** DoF to send out an email to the trustees and CEO with proposal about which bank account to use based on new interest rates.

25.17 FINANCE SUB-COMMITTEE

25.17.1 The Board approved the minutes of the Finance Sub-Committee held on 12th November 2025.

25.18 STAFFING AND REMUNERATION SUB-COMMITTEE

25.18.1 The Board approved the minutes of the Staffing and Remuneration Sub-Committee held on 12th November 2025.

25.19 TO APPROVE THE FOLLOWING PROPOSED TRUSTEES

The board approved the appointment of the following to serve as trustees on the board of the MI:
Anthea Banford
Gillian McGrattan
Heather Salway

25.19.1 **Decision:** Three new trustees were appointed to the board of the MI.

25.20 UPDATES FROM EXECUTIVE

These were noted and there were no questions from the board.

25.21 ANY OTHER BUSINESS

None

25.22 DATE OF NEXT MEETING

The next meeting of the Board of Trustees will be held on Tuesday, 25th February 2025 at 5pm.

SUMMARY OF DECISIONS AND ACTIONS

25.05.01	Decision: The board of trustees agreed the minutes of the meeting held on the 23 rd of July 2024 to be a true and accurate record.
25.06.1	Action: Student Training Handbook (item 24.43.6) - The DoE will share this document with the secretary to the board for circulation by February 2025. Who: DoE/ Sec
25.06.02	Action: Student Association Milestones (item 24.43.7) - The DoE to bring a paper to the February BoT meeting outlining the milestones for a student association. Who: DoE
25.06.03	Action: KPIs (item 24.44.6) - KJ to communicate some suggestions of KPIs to the HoMC. KJ and HoMC also still to meet. KPIs to be brought to BoT meeting in February 2025. Who: KJ
25.08.01.01	Action: presentation of education strategy implementation plan plus KPIs at the February 2025 board meeting. Who: DoE
25.08.01.01	Action: [REDACTED] Who: DoF
25.08.02.01	Action: presentation of enterprise and innovation strategy implementation plan plus KPIs at the February board meeting. Who: DoE
25.08.02.02	Action: [REDACTED] Who: DoF
25.09.01	Decision: The board of trustees agreed the new reporting cycle for the annual education report.
25.09.02	Action: To review and iterate the annual education report format to include more analysis, clear implications of the analysis and more clarity around the objective of gathering the data. Who: DoE
25.11.1	Decision: The board of trustees approved the proposed fee structure for 2024/25.
25.12.1	Decision: The Board approved the minutes of the Audit and Risk Sub-Committee held on 12th November 2024.
25.12.2	Action: To send the accounts to Dotun Olaleye for review and signing off so that the accounts could be formally signed off by the BoT. Who: Sec
25.12.3	Decision: To bring the risk register back to the February board meeting for further discussion and to agree the process for regular review by the BoT.
25.13.1	Decision: Param Sahni appointed as the student trustee for the academic year 24/25.
25.15.1	Decision: The terms of reference of the Executive Committee were approved
25.16.1	Action: [REDACTED] Who: DoF
25.17.1	Decision: The Board approved the minutes of the Finance Sub-Committee held on 12 th November 2025.
25.18.1	Decision: The Board approved the minutes of the Staffing and Remuneration Sub-Committee held on 12 th November 2025.
25.19.1	Decision: Three new trustees were appointed to the board of the MI.