METANOIA INSTITUTE

Board of Trustees

Minutes of the open (unreserved) meeting of the Board of Trustees
held on **Tuesday, 22nd July 2025** at 5pm via Teams.

25.48 WELCOME, INTRODUCTION AND APOLOGIES

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

25.49	**DECLARATIONS OF INTEREST** There were no declarations of interest.
25.50	**MINUTES OF THE LAST MEETING** The redacted minutes of the Board of Trustees (BoT) meeting held on 27th May 2025 were agreed a true and accurate record.
25.51	**ACTION LOG AND MATTERS ARISING** The following were all confirmed as having been completed: • Articles of Government resolution confirmed complete • CEO report added as standing item • Audit timelines confirmed (starting 6 October) • Financial regulations in progress; to go to Exec, then Finance Committee, then Board • Risk appetite amendment completed

	• Nominations Committee paper pending; verbal update provided.
25.52	**CEO REPORT (REDACTED)** The CEO provided an update on student recruitment and stated that, in summary despite sector volatility, MI was still financially stable and delivering on strategic milestones. Members asked whether there was an explanation for the downturn in student admissions. She stated that there were too many factors to disentangle and provide a simple explanation but that these included implementing a closing date, opening admissions earlier, the general market decline for post grad students and MI's marketing approach. She also stated that it was possible that more marketing implemented by the new Head of Marketing had helped generate the recent upturn. Further highlights from the report included that the legal trademark dispute was progressing favourably and that an interim HR Director appointed and the search for a permanent DoPC had begun. She confirmed that the DAPs self-evaluation document (SED) was nearly complete with submission likely due in January 2026. The Chair asked who gave final approval of the SED. The HoGC stated that it should go to the November BoT meeting for endorsement in November and the CEO said that the OfS would like to see that it has been to the board for contribution and comment. 25.52.1 **Action**: bring DAPs proposal to November BoT meeting for final input and comment.
25.53	**APP**The final version of the plan was presented by John Hills. The Chair asked if benchmarking should be done against HESA aggregate data or whether it could be done against subject groups. JH stated that he would raise this question with the consultant with whom he has been working. The student trustee asked how the proposed mental health and financial support measures would be practically rolled out to students. JH confirmed that once the APP was approved by the OfS, the implementation would begin in October and that issues like this would be dealt with via a series of highly targeted communications to students. He also confirmed that students had been involved in the process of developing the APP and that there were already applications to sit on the student advisory panel for the next year. The Chair asked a question about proposed plans for doing some outreach work and JH confirmed that part of the plan was focused on reaching people who would not naturally think of training in counselling or even doing some kind of degree in order to broaden MI's reach. The plan was approved by the Board and it was confirmed that it would be submitted by 31st July 2025 with implementation planned for the 2026-27 academic year.

METANOIA INSTITUTE

	25.53.1 **Action**: John Hills (JH) to check with the consultant against which set of data benchmarking needs to be done.
25.54	**GOVERNANCE HANDBOOK** The HoGC confirmed that the version shared with the board had gone to the relevant sub-committees so feedback from them had been incorporated in it. She drew attention to the fact that it included the Nominations Committee terms of reference. The Governance Handbook was approved.
25.55	**POLICY APPROVAL** All three policies, the Conflict of Interest policy, the Freedom of Speech and Expression policy and the Trustee Code of Conduct were approved. It was agreed that the Freedom of Speech policy implementation would require further staff and student training. Trustees inquired about current feeling amongst staff. CEO confirmed there were understandable nerves about what sits under the law and what does not; the CEO confirmed she was delivering an awareness session to the Senior Management Group in July as a starting point for dissemination of factual information along with some scenarios of more nuanced situations which would be worked through as case studies in the session. The Chair thanked the HoGC for the work she had done on updating all the institution policies and noted the hard work which had gone into this. She stated that this work was particularly important given the need for good governance in DAPS application process.
25.56	**ANY OTHER BUSINESS** The Chair reminded the board that it was good practice for a board to undertake a review of its own effectiveness so the HoGC would be sending out a questionnaire for the trustees to complete, which would then be reviewed at the next meeting of the BoT. 25.56.1 Action: Send effectiveness evaluation questionnaire to the trustees. The HoGC also informed the board that changes to legislation now meant that Trustees needed to confirm their identities with Companies House so she would be supporting the Trustees with this process. The SO then reminded everyone that new declaration of interest forms would also need to be completed by the BoT so these would also be sent to trustees for completion 25.56.2 **Action**: Trustees to confirm their identities with Companies House.

	25.56.3 **Action**: Trustees to complete revised declaration of interest form.
25.57	**DATE AND TIME OF NEXT MEETING** The next meeting of the Board of Trustees is on 25th November 2025 at 5pm via Teams.

SUMMARY OF ACTION POINTS AND DECISIONS

Item	Owner	Due Date	Action
25.52.1	CEO	25th November 2025	Bring DAPs proposal to November BoT meeting for final input and comment.
25.53.1	JH	31st July 2025	Check with the APP consultant against which set of data benchmarking needs to be done.
25.56.1	HoGC	5th August 2025	Send effectiveness evaluation questionnaire to the trustees.
25.56.2	HoGC	1st September 2025	Trustees to confirm their identities with Companies House.
25.56.3	SO	1st September 2025	Trustees to complete revised declaration of interest form.
25.55			Decision: The Governance Handbook was approved.
			Decision: the Conflict of Interest policy, the Freedom of Speech and Expression policy and the Trustee Code of Conduct were approved.