

Minutes:	Board of Governors
Time and date:	10:00, Thursday 12 December 2024
Location:	Virtual meeting via Teams
Present:	Ian Squires (Chair), Alison Court, Stuart Dawkins, Phil Grierson, Priya Karasala, Jonathan Mills, Abdul Mullick, Katie Normington, Buddy Penfold, Beverley Shears, Shikha Singh, Peter Tansley, and Paul Woodgates
In attendance:	Alison Benson, Deputy Secretary and Head of Compliance, Akshay Joshi, Head of Financial Accounting (item 67), Chloe Keenan, Governance Officer, Debbie Muddimer, Executive Director of Finance and Procurement, Nikki Pierce, Registrar (Academic) and Secretary to the Board of Governors
Secretary:	Nick Jeffs; nick.jeffs@dmu.ac.uk

CONFIRMED

65 Apologies for absence

Apologies for absence had been received from Peter Collyer, Vivek Ganotra, Jonathan Kerry, Patrick Moody, Sardip Sandhu and Komal Shahzadi.

66 Declarations of any pecuniary, family or other personal interests

No declarations of pecuniary, family or other personal interests were made in respect of any items on the agenda.

The university maintains a Register of Interests, which records standing declarations of pecuniary, family or other personal interests from all members of the Board of Governors and the University Leadership Board.

67 Annual Financial Return 2024

The Executive Director of Finance and Procurement introduced a report [67] concerning the university's Annual Financial Return (AFR) for 2024. Arising from the discussion of this item, and questions from governors, the following points were highlighted:

- i. The board welcomed the progress of the external audit work to date, noting that the experience had been much more positive than in the previous year, with no significant issues or delays arising.
- ii. It was noted that external auditors had completed their work around 'going concern' and it was anticipated that they would be issuing an unqualified opinion. The board commended the university on the thoroughness of its going concern stress testing, and for addressing areas of improvement that had been identified in the previous year's audit.
- iii. **[Redacted]**
- iv. **[Redacted]**
- v. **[Redacted]**

- vi. It was noted that, subject to the board's approval, the audited financial statements would be signed by both the Chair of the Board and the Vice-Chancellor, and would be dated 16 December 2024.

RESOLVED:

- a. That the audited financial statements for 2023/24 be approved.
- b. That DMU continued to remain a going concern, thereby meeting the external auditors' requirement in that respect, be approved.
- c. That the Letter of Representation, which would be provided to the external auditors, be approved.
- d. That the External Audit Management Letter (i.e. Audit Completion Report) from the external auditors be noted.
- e. That the delegation of authority to the Vice-Chancellor for the submission of the AFR workbook by the deadline of 14 January 2025 be approved.

68 2023/24 financial outturn update

The Executive Director of Finance and Procurement introduced a report [68] concerning the final financial outturn position for the year ended 31 July 2024, a draft of which had been presented in detail to the board at its meeting on 26 September 2024.

RESOLVED:

That the financial outturn position for the year ended 31 July 2024, as outlined in the report, be noted.

69 Modern Slavery and Human Trafficking statement

The Executive Director of Finance and Procurement introduced a report [69] concerning the university's Modern Slavery and Human Trafficking statement for the 2023/24 academic year.

RESOLVED:

That the statement be approved. It was noted that the statement would be signed by the Chair of the Board of Governors following the meeting.

70 Internal audit annual report for 2023/24

The Executive Director of Finance and Procurement introduced the annual report of the university's internal auditors (KPMG) for the 2023/24 academic year [69].

In discussing this item, it was noted that the number of outstanding actions appeared to be higher than at the same point in the previous year, which, it was suggested, was due to many of the reports being finalised towards the end of the audit period. It was recognised that the university would continue to address the various actions, and it was noted that those left outstanding towards the end of the year were more likely to be classified as low risk.

RESOLVED:

That the report be noted.

71 [Redacted]

72 **Annual report of the Audit and Risk Committee for 2023/24**

The Registrar (Academic) and Secretary to the Board introduced the Annual report of the Audit and Risk Committee for 2023/24 [72].

RESOLVED:

That the report be noted.

During the following item, Jonathan Mills, Shikha Singh, and Paul Woodgates abstained from any discussion of, and decisions relating to, their own roles.

73 **Recommendations of the Nominations Committee**

The Registrar (Academic) and Secretary to the Board introduced a report [73] concerning a number of matters relating to the membership of the board, which had been considered and recommended to the board by the Nominations Committee at its meeting on 10 December 2024. These matters included:

- i. the renewal of the tenures of Jonathan Mills, Sardip Sandhu, and Paul Woodgates as independent governors for further terms of three years;
- ii. the appointment of Judith Olurankinse as one of the board's student governors, replacing Komal Shahzadi;
- iii. the appointment to the board of Shreena Dasani as a governor apprentice, subject to the receipt of satisfactory references; and
- iv. the appointment of Shikha Singh as Chair of the Remuneration Committee.

In discussing this item, it was noted that the ongoing independent governor recruitment exercise would soon be drawing to a close, with the majority of the shortlisted candidates having been interviewed on 9 December, and the remainder with interviews scheduled for 18 December. The Nominations Committee would be asked to consider the proposed appointment of any new independent governors in due course, and to make recommendations thereon to the board. It was hoped that any new appointments to the board would be made in time for them to join the scheduled dinner and meeting on the 26 and 27 February 2025 respectively. In addition, it was noted that Alison Court had agreed to take over the role of Academic Board link governor, effective immediately.

RESOLVED:

- a. That the renewal of the tenures of Jonathan Mills, Sardip Sandhu, and Paul Woodgates, for second terms of three years, commencing 1 January 2025 and ending 31 December 2027, be approved.
- b. That the appointment of Judith Olurankinse as one of the board's student governors, with a term of office running from 1 February 2025 to 30 June 2025, be approved.
- c. That the appointment of Shreena Dasani as a governor apprentice for a term of two years, commencing 1 January 2025 and ending 31 December 2026, be approved.
- d. That the appointment of Shikha Singh as Chair of the Remuneration Committee, effective 1 January 2025, be approved. It was noted that Shikha's tenure in the role would be coterminous with their term of office as a governor.

- e. That the appointment of Vivek Ganotra as mentor to the student governors be approved.
- f. That the appointment of Alison Court as Academic Board link governor be approved.

74 Approval of a University Companionship Award

The Vice-Chancellor introduced a report [74] proposing the conferral of a University Companionship Award on Professor Gus John. The conferral of the award had been recommended by the Conferments Committee at its meeting on 4 December 2024.

RESOLVED:

That the conferral of a University Companionship Award on Professor Gus John be approved.

75 Review of the board's performance

Members were content that the board had been effective in discharging its responsibilities, and that all present had been enabled to be effective in their contribution.

76 Date of the next meeting

The next meeting of the Board of Governors would take place at 10:00 on Thursday 27 February 2025 at a location to be confirmed on DMU's campus.

It was noted that a dinner for governors and members of the University Leadership Board would take place on the evening of 26 February 2025.

77 Any other business

No items were raised.

Meeting duration: 10:00-10:50