

Istituto Marangoni Limited
Audit and Risk Committee Meeting Minutes

22/01/2025 – 11:00 – 13:00 UK Time
 IM London Boardroom/Teams Meeting

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| Members: | Dr Mark Eastwood Antonello Leogrande Robert Sherr | IM London Non-Executive Director (Chair) IM London Independent External Member IM London Independent External Member |
| Attendees Invited | Jodette Bagambe Valerie Berdah-Levy Fabio Rubino Prof Mark Hunt Diane Rainsbury Salvatore Sivari Lucio Lombardi David Tomlinson Paddy Marshall | Governance Officer (Secretary) IM Chief Operating Officer London & Paris IM London School Director IM London Non-Executive Director IM London School Registrar Group Head of Finance IM London Financial Controller Internal Audit, UNIAC Internal Audit, UNIAC |
| Apologies | None | |

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| Minutes | <p>1. Previous Minutes & Matters Arising</p> <p>1.1. The Committee considered and approved the unconfirmed minutes from the previous meeting held on 20 November 2024 subject to the inclusion of the VAT update and correcting the wording under minute 10.2.</p> <p>1.2. The Committee reviewed the matters arising table and the following items were noted:</p> <p>1.2.1. ARC(23)_01_011- The Tribal Project had been discontinued in favour of upgrading SINAPTO. In the meantime, the SINAPTO Improvement Project remained in progress and continued to evolve in response to additional upgrades to support specific operational activities. It was agreed that it would be useful to invite the IT Manager to a future meeting.</p> <p>1.2.2. ARC(2023)_02_010 – ARC remained concerned by the delays in concluding actions from the previous cybersecurity audit and particularly given the increasing incidence and impacts across all sectors. The School Director assured ARC that actions were being actively progressed by the IT Manager.</p> <p>1.2.3. The Group Director of Finance explained that he was pleased to report that HMRC had concluded its assessment and confirmed that IML continued to be an eligible body for VAT exemption purposes following the transfer of partnership from MMU to Regents University. VAT would remain chargeable on other relevant sources of income. HMRC had confirmed the School's VAT exemption status and remained unaffected following the change in partnership arrangements from MMU to Regents University.</p> <p>1.2.4. In relation to the previous underpayment HMRC had applied no penalty in recognition that the error had been genuine originating from having received incorrect advice from the School's tax adviser. Management was now in the process of appointing a new Tax Adviser.</p> |
| ACTION | |
| ACTION | |
| | <p>2. School Director's Report</p> <p>2.1. The Committee received and considered the School Director's Report, including the following:</p> <p>2.2. Student recruitment: There had been an overall decline in student recruitment 12% compared to the previous year that was primarily driven by a poorer retail performance while the February intake was expected to close at 109. The best performing markets this year were APAC and China while India and Russia delivered poorly. A recovery strategy for the subsequent recruitment was in place while also anticipating continuing challenges across the sector.</p> |

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| ACTION | <p>2.3. Staff recruitment and retention: Staff turnover continued to remain relatively stable, increasing by 4.80% with vacancies having declined currently standing at 1.56. The TDAP Manager left on 16 January, there being no immediate plans for a replacement while the DAP remained on pause. In the meantime, the Registrar would be covering progression of the remaining project responsibilities including SMT secretariat and reporting.</p> <p>2.4. Estates: the estates project was currently on hold and would be reactivated in due course. Financial Statements: There were no issues or concerns to report.</p> <p>2.5. HMRC: as reported under matters arising HMRC had confirmed the School's VAT exemption status and remained unaffected following the change in partnership arrangements from MMU to Regents University.</p> |
| ACTION | <p>3. Risk Management and Risk Register</p> <p>3.1. The Committee considered the Strategic Risk Register together with the accompanying Executive Summary and noted the following: the risk level for student recruitment remained the same in recognition of continuing sector challenges in this area and the geopolitical environment; while the overall risk rating for digital capabilities remained the same the importance of ensuring that any further changes required as part of the SINAPTO Improvement Plan remained a priority.</p> <p>3.2. The Strategic Risk Register was approved. In approving the Risk Register ARC recommended management consider redefining Digital capabilities to reflect the importance of digital learning and that Cybersecurity and Health and Safety be added to the Risk Register.</p> |
| | <p>4. Irregularities Report</p> <p>4.1. The Committee received and noted the Irregularities Report including any fraud and bribery, any significant losses, and any whistleblowing cases.</p> |
| | <p>5. Briefing note on Regulatory and Reporting Requirements</p> <p>5.1. The Committee received and noted the briefing note on Regulatory Requirements.</p> |
| | <p>6. Any other business</p> <p>6.1. There being no further business the Chair closed the meeting.</p> |
| ACTION | <p>7. Date of next meeting 14 May 2025</p> |