



**Istituto Marangoni London**  
**Board of Directors Minutes July 2023**

18/07/2023 – 11.00-13.15(UK), 12.00-14.15(IT), Board Room

<b>Members</b>	Prof Mark Hunt	Non-Executive Director IM Ltd (Chair)
	Ms Stefania Valenti	Director and Managing Director Istituto Maragnoni (Vice-Chair)
	Valerie Berdah Levy	London School Director
	Mr Salvatore Sivari	Group Head of Finance
	Mr Nicola Paronetto	Non-Executive Director IM Ltd
	Abdullah Abo Milhim	Director of Education

<b>Attendees</b>	Ms Diane Rainsbury	London School Registrar
	Ido Stemash	Incoming Academic Student Governor (item 8)
	Laura Witt	DAP Project Manager (item 9)
<b>Apologies</b>	Chiara Schambri	Academic Student Governor (item 8)

	<p><b>1. Welcome and purpose of the meeting</b>  The Chair opened the meeting the purpose of which was as set out on the agenda. The Board welcomed the incoming student governor who was attending his first meeting.</p> <p><b>2. Declarations of interest</b>  There were no Declarations of Interest in addition to those recorded on the Register of Interests.</p> <p><b>3. Minutes of the previous meetings held on May 2023</b>  The minutes of the previous meeting held on 11 May 2023 were approved as an accurate record.</p> <p><b>4. Matters arising</b>  The Board received the report of the following matters arising and completed actions since the previous meeting.</p> <p>BoD(22)11_5.2 the mapping of the 14 pillars and relevant sections of the ESG report in the Accountability Statement against the School's supporting strategies remained pending having been initially assigned to the DAP Project Manager.</p> <p>BoD(22)_11_6.4 the inclusion of relevant statistics and KPI's in the Annual Report on Health and Safety would be taken forward in subsequent editions.</p> <p>BoD(22)_11_03 &amp; 11_12.1 The Schedule of Business had been updated accordingly as presented under item 15.</p>	<p>BoD(23)_07_3</p> <p>BoD(23)_07_4</p> <p>ACTION</p> <p>ACTION</p>
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BoD(230\_3\_7.1 The inclusion of management information and data reporting within the context of future TEF readiness had been identified as a potential audit topic and would be taken forward as part of the scoping of the next Internal Audit Plan.

ACTION

BoD(23)\_3\_10.1 While good progress had been made on policy updates final approval by Regent's remained pending as did improvements to the departmental annual reports.

ACTION

BoD(23)\_5\_8.1 The TDAP Implementation Plan had been updated to incorporate some changes to deadlines with a further more consolidated update being presented to the next meeting.

ACTION

BoD(23)\_3\_6.4 & 6.1 Completion of the additional office space and relocation of staff.

BoD(23)\_5\_10.1 Completion of the post TDAP academic regulations following approval by Academic Board.

**Governance updates including appointments & resignation, and BoD Statement of Primary Responsibilities and annual review of Board Committee Terms of Reference**

BoD(23)07\_5

5.

Appointments and resignations

BoD(23)07\_5.1

5.1

The Board noted the resignation of Nicola Paronetto and Prof David Baker. Nicola explained that while he had very much enjoyed his work on the Board, he regretted he was unable to continue due to his other extensive work commitments at this time. The Board conveyed its thanks to the outgoing NED's for their contribution to its work. The Registrar would ensure the completion of the necessary filings with Companies House.

ACTION

Prof Baker's resignation had created a further vacancy on the Board and the recruitment, nomination and approval process would be completed as soon as possible and in good time for the next meeting of the Audit and Risk Committee.

BoD(23)07\_5.2

5.2

ACTION

The Board received and considered the draft resolution and nomination of Marta Phillips, OBE as Non-Executive Director and Chair of the Finance and Resources Committee. The Vice-Chair reported on the outcome from the selection and interview process including Marta's extensive experience of executive leadership and her impressive range of Board level roles as well as being a Chartered Accountant. The Board RESOLVED to confirm the appointment of Marta Phillips as Non-Executive Director and Chair of FRC subject to satisfactory completion of the due diligence enquiries and fit and proper status. The Registrar was authorised to complete the relevant company filings following successful completion of the due diligence filings and to arrange confirmation of appointment.

BoD(23)07\_5.3

5.3

ACTION

The Board reaffirmed and approved the Board's Statement of Primary Responsibilities.

BoD(23)07\_5.4

5.4

The BoD received and approved the following Board Committee Terms of Reference that incorporated a small number of minor changes including removing any potential duplication between the role of ARC and FRC in connection with health and safety and some changes in membership of the Academic Board:

BoD(23)07\_5.5

5.5

- i) Audit and Risk Committee
- ii) Finance and Resources Committee
- iii) Academic Board

#### Governance Handbook

The updated edition of the Governance Handbook was considered and approved and incorporated the inclusion of the Academic Board's Standing Orders and some minor updates including the proposed terms of reference approved above(5.4i-iii).

BoD(23)07\_6  
BoD(23)07\_6.1

#### 6. **Managing Director's update**

6.1 The Managing Director reported that following the relevant governmental approvals the Dubai School was now able to validate its own programmes and operate as a University. The School was now focusing on specific markets of relevance within the region as the development of its Masters programmes that would require further CAA approval. The Board further noted that the School's recognition was already benefitting student recruitment with increasing applicants now opting to study in their own country. Gaining the relevant national recognition within each School remained an important part of the Group's strategy with 70% of Schools having attained validated status compared to only 30% four years previously. At Group level, the acquisition of University status within each jurisdiction remained a longer term strategic aim hence the importance of the DAP project as part of the School's overall trajectory.

BoD(23)07\_6.2

6.2 The importance of developing and extending the London School's relationships with a broader range of influential stakeholders including its links with the British Council and national and local government as part of its future strategy was acknowledged as being high priority. The Chair would meet the Vice-Chair and School Director to consider how to take this forward.

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#### **School Director's Report**

The School Director presented her report including the following activities:

BoD(23)07\_7  
BoD(23)07\_7.1

7. **Student recruitment:** student recruitment and sustained growth remained on target with Foundation being a particularly strong performer with good levels of demand being maintained in fashion design and growing interest in the BA Interior Design. The School was also working on a strategy for the Design portfolio overall. Other trends included the decline in Masters recruitment, (potentially attributed to the exceptionally strong performance the previous year combined with nil recruitment from Macro Media which had been a key market feeder previously. China continued to be a key and growing market, with continued growth in Russia and Turkey while an emerging market in North America and particularly Canada had been identified as a strategic focus. Areas most impacted either by the cost of living crisis or currency depreciation were India and Latin America and some European regions. While there had been some growth in UK recruitment the Board drew attention to the importance of monitoring the potential impact of recent and emerging government policy around fee capping, including the introduction of differential subject and metrics based caps. While it

ACTION

was felt unlikely the government had sufficient time to implement major legislation prior to the forthcoming election the Board was agreed on the importance of keeping abreast of the wider policy landscape and monitoring any potential impacts.

**Accommodation:** The Board noted the relocation of 24 employees in non-student facing roles to the new office premises directly opposite the main building. The School Director explained this development released space for three additional classrooms involving the completion of a programme of minor alterations prior to the start of the new academic year.

**Human resources:** Recruitment and retention was currently stable with less turnover the vacancy rate now standing at 4% as of June 23. The total establishment now stood at 40 as of July 2023 with new positions in the Registry and academic department.

**Regulatory:** UKVI had acknowledged the notification of the change in validation partnership arrangements with no concerns raised while all the programme validations, including conditions of approval were now complete. 64% of students had opted to remain with MMU while the remainder would transfer to Regent's. The School was also awaiting to hear the outcome from MMU on its programme modifications to accommodate co-teaching.

The Board extended its congratulations on the completion of the validation exercise, (which had entailed a significant amount of intense work within a relatively short timescale), and the achievement of an important milestone in the DAP project plan.

**20th Anniversary:** The School would be hosting its 20<sup>th</sup> Anniversary Celebrations including the Global Alumni 2023 anniversary and the Gala Dinner in partnership with the British Fashion Council and the Italian Embassy.

BoD(23)07\_8  
BoD(23)07\_8.1

#### **2023/2024 Budget**

The Board considered the 2023/2024 Budget following approval by the Group level earlier in June after presentation by the Board's Finance and Resources Committee (FRC). The 8% growth in new students in conjunction with the fee increase, adjusted for inflation, was attributed to the overall 12% increased revenue. The projected level of profit growth was also attributed to the annual savings that would be achieved as a consequence of reduced validation fees following the partnership with Regent's. Higher staff costs were due to the annual salary review to take account of inflation which were relatively higher compared to the rest of the Group.

BoD(23)07\_8.2

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8.2

The Board commented on the overall positive strength of the School's balance sheet and profitability. The strength of the School's overall position in 2022/2023 enabled significant planned investment for the following year. This included significant investment in academic resources while investment in support the DAP project would continue to be prioritised.

The Group Head of Finance also confirmed that there would be further opportunity to acquire more teaching space in line with any continued growth in student numbers. The Board highlighted the importance of the School's solid financial performance and planned further investment in infrastructure and staff resources as important

evidence to inform the DAP self-assessment narrative. There was a broader discussion on the projected forecast for inclusion in the 5 year plan and the desirability of adopting a prudent approach in terms of projected student recruitment.

BoD(23)07\_9  
BoD(23)07\_9.1

#### **TDAP Implementation Plan Update**

The Board noted the TDAP Timeline and Implementation Plan which had been updated in terms of progress status and target deadlines. The DAP Project Manager was in the process of reviewing the Implementation Plan against actions in conjunction with a broader reflective exercise to establish areas of risk and development. A report on findings and any changes to the Implementation Plan would be developed and the findings would be presented to the next meeting.

ACTION

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BoD(23)07\_9.2

In relation to any implications arising from the transfer of the role of the DQB the Board noted that while the DAP's criteria remained unchanged all providers were still awaiting publication of the assessment process.

BoD(23)07\_10  
BoD(23)07\_10.1

9.2

#### **Student Protection Plan**

The Board considered and approved the 2023/2024 Student Protection Plan.

BoD(23)07\_11  
BoD(23)07\_11.1

10.  
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#### **2022/2023 Health and Safety Annual Report**

The Board considered and approved the Health and Safety Annual Report and concurred with the report's recommendations regarding the importance of the inclusion of supporting data for future editions.

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11.1

Management was agreed on the need to improve reporting of incident and near misses to facilitate the generation of the relevant data.

BoD(23)07\_12  
BoD(23)07\_12.1

#### **Strategic Risk Register**

The Board noted the Strategic Risk Register approved by Audit and Risk Committee and commented on the current political landscape and associated risks within the context of the forthcoming general election. Another potential area of risk was the recent proposal to enable students to seek direct recourse to the OfS regarding specific types of complaints. Management would take account of these suggestions as part of its next review of the Strategic Risk Register prior to presentation to Audit and Risk Committee.

ACTION

12.  
12.1

BoD(23)07\_13

BoD(23)07\_13.1

#### **Minutes of meetings of Board sub-committees and oral reports and updates from the Chair's**

The Board received and noted the minutes and verbal updates of the following meetings of the Board's sub-committees:

13.

13.1

Audit and Risk Committee 6 July 2023

The Board Chair reported on the principle items of business being the Strategic Risk Register annual update, policy updates and approvals and progress report on the UKVI Action Plan. The Board Chair also explained that ARC continued to exercise specific attention to the oversight of any UKVI compliance risks to ensure these were being appropriately managed. The School Director confirmed that the School was in the process of organising a mock audit to ensure staff were well prepared ahead of any formal UKVI engagement.

Minutes of the meeting of the Audit and Risk Committee held on 26 April 2023

Noted.

#### **Academic Board**

The Chair gave a verbal update of the meeting of the Academic Board held on 17 July 2023 the principal items of business being the approval of the Academic Misconduct Policy, Attendance Policy and Value for Money Statement an NSS update and revised Action Plan and TDAP update.

Minutes of the meeting of the Academic Board held on 14 February and 26 April 2023

Noted.

#### **Finance and Resources Committee**

The Chair of the Finance and Resources Committee gave a verbal update from the last meeting held on 6 June 2023 the principle items of business being the Risk Register, budget, the Annual Report of Health and Safety and an update on the SINAPTO Improvement Plan.

The minutes of the meeting of the Finance and Resources Committee held on 31 March 2023.

Noted.

BoD(23)07\_14

BoD(23)07\_14.1

#### **2023/2024 Annual Schedule of Business**

The Annual Schedule of business was considered and approved/noted.

BoD(23)07\_15

BoD(23)07\_15.1

#### **14. Regulatory Updates**

14.1

The Board received and noted the report on regulatory updates including the recent publication of the updated CMA guidance for higher education. The Secretary would circulate the recently

ACTION

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15.1

published OfS Business Plan which set out very clearly the regulator's focus over the coming year. The Secretary would also send a briefing note on the CMA guidance to of broader awareness raising.

#### **Any other Business**

There being no further business the Chair declared the meeting closed.

16.

#### **Date of next meeting and 2023/2024 meeting schedule**

28 November 2023

15 February 2024

11 May 2024

17.

17 July 2024

Company No: 04551096

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