



Board of Directors

Minutes

Date: 24 July 2024

Time: 16.30 BST

Location: Teams

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| Attendees | |
| Board Members Professor Mary Stuart (Chair) Professor Paul Willman Mr Nitish Jain Ms Stephanie Pagni Mr Neil Puri Mr NV (Tiger) Tyagarajan | |
| In attendance Dr Kim Soin Mr Gaurav Jain Ms Marion Lowe | |
| 1. | Welcome, announcements and apologies |
| | There were no apologies. |
| 2. | Declarations of conflict of interest |
| | There were no declarations of conflict of interest. |
| 3. | Approval of previous Minutes |
| | The minutes from the meeting held on the 24 April 2024 were approved as an accurate record. |
| 4. | Matters arising |
| a. | The Board noted that the negotiations on the additional space within HX 1 were ongoing, but it was hoped that the lease would be finalised shortly. The Board noted that delegated authority had been given at the previous meeting to the Chair and the Global President to finalise and sign the lease. |
| 5. | Matters for decision |
| a | Financial statements and accounts 2023-24 The Board received the Financial Statements together with the letter of representation, the audit management letter and the parent guarantee letter. Ms Pagni, interim Audit Committee Chair, reported that the Audit and Risk Committee had reviewed the accounts in detail and had held a private discussion with the external auditors in accordance with OfS requirements. She reported that the Committee had discussed the implications of the phishing incident both in terms of the content of the statements and the control environment. It had considered the response to the audit management letter and the plans to implement improvements including the appointment of a finance post in the UK. She reported that there was a clean audit opinion and on the basis of the parent guarantee, which was reviewed subsequent to the meeting, the School could be confirmed as a going concern. |

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| | <p>The Board thanked the Audit and Risk Committee for its work to review the Financial Statements. The Board approved the Financial Statements for signature by the Chair and the Accountable Officer subject to the execution of the parent guarantee.</p> <p>Post meeting note: the parent guarantee was signed as were the Financial Statements which were duly submitted to the OfS.</p> |
| b. | <p>Five-year financial forecasts</p> <p>It was reported that the financial forecasts were being recalibrated based on the revised operating timetable for the School and student number projections for the Autumn. As a result, they had not been ready for circulation as operating costs were also being reviewed in terms of staffing and facilities. The Board agreed that these could be circulated and approved by email.</p> <p>Post meeting note: the Financial Forecasts were circulated and approved by email after the meeting.</p> |
| c | <p>Allocation of Share Capital</p> <p>The Global President reported that the discussions at the previous meeting had now been considered by the SP Jain Education Board in Dubai. The intention was to provide additional comfort to the UK company about the ongoing support of the parent company. The shares were in addition to the original £2m share capital previously invested. It was noted that in any case the parent guarantee covered any shortfall of the UK Company.</p> <p>As a result of the discussions, revised proposals had been drawn up based on the requests of the Board. All the issues had been agreed apart from the repayment being at the discretion of the London Board of Directors. It had been considered this was too open and it was suggested instead that repayment would be when the London School was in profit. The dividend payout at 5% would be £100k. The shares would only be redeemed when the UK Company had sufficient reserves. It was clarified that sufficient would mean that it must at least have £2m in reserves. In terms of company law, it was noted that the directors had to have discretion which of course must be balanced with repaying the investment. It was agreed that there should be an objective benchmark for the UK directors to determine to give clarity to both sides. It was suggested that the wording should be ‘the Company will determine within its discretion when it has sufficient profit and/or when it has £2m reserves to ensure the balance between sustainability of the company and returning investment to the parent’. It was agreed that the Chair and Secretary should have delegated authority to approve the wording which then would be submitted to the Dubai Board.</p> <p>Subject to the above agreement on the wording of the MOU, the Board of Directors it was resolved:</p> <ol style="list-style-type: none"> a. the consent of the board to borrow from time to time any sum or sums of money by way of cash credit, unsecured loan or any other type of credit line or facility up to an amount not exceeding GBP 2,000,000 [Amount GBP Two Millions] from its Holding Company, S P Jain Education FZ-LLC on the terms and conditions as set out in the Memorandum of Understanding to meet its capital and operating expenses. b. the adoption of the revised Articles and the subsequent Proposed Allotment would promote the success of the Company for the benefit of its members as a whole, having regard (amongst other matters) to the factors set out in section 172(1) of the Companies Act; c. the application (as drafted at Appendix D) for the shares is accepted; and that <ol style="list-style-type: none"> i. following the Company receiving full payment for the Shares, that the Shares be allotted and issued to the S P Jain Education FZ-LLC as the applicant in accordance with the terms of their application letter and to be credited as fully paid; and that |

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| | <p>ii. the necessary and appropriate entries are to be made in the books and registers of the Company and that the share certificate be issued in respect of the Shares; and that</p> <p>iii. the Chair and any other director of the Company, or the Chair and Secretary be authorised to sign the share certificate and to arrange for it to be delivered to the Applicant; and that</p> <p>iv. duly completed forms SH01 and SH10 (attached at appendices E and F) are approved in the form attached herein, and the Chair and the Secretary are authorised to sign each of these forms on behalf of the Company; and that</p> <p>v. Blick Rothenberg Limited, who maintain the Company’s statutory registers, are authorised and instructed to make all necessary and appropriate entries in the books and registers of the Company and to file a copy of the New Articles and the forms SH01 and SH10 at Companies House.</p> |
| d | <p>Appointment of lawyers</p> <p>The Board of Directors had approved by email the appointment Kingsley Napley to provide a legal opinion on the phishing incident and whether a claim can be made against the ICICI Bank. It was noted that the lawyers were of the opinion that there was a good case.</p> <p>The Board of Directors formally noted that the Company had been victim to an Authorised Push Payment Fraud where by the total sum of £804,520 had been paid out of the Company’s bank account held with ICICI Bank. In order to pursue a claim, the Board resolved that the Company instruct Kingsley Napley LLP to act on behalf of the Company in dealing with matters relating to the Authorised Push Payment Fraud including, but not limited to asset recovery attempts.</p> |
| 6. | Matters for discussion |
| a. | <p>Risk Management Plan</p> <p>The Board received the updated risk management plan which had been reviewed by the Audit and Risk Committee (ARC). It was noted that the additional financial and IT controls had been included in the updated plan.</p> |
| b | <p>Annual report from the Audit and Risk Committee</p> <p>The Board received the first Audit and Risk Committee annual report. The Chair thanked the Committee for the work it had done on behalf of the Board and the fact that it was very transparent in its reports which gave assurance to the Board.</p> |
| c | <p>Annual report from the Dean and Learning and Teaching</p> <p>The Dean introduced the report, including the enhancement plan, stating that it set out the strategy, how it was being implemented and how the School was monitoring the plan to achieve its goals. It was a dynamic plan and was being monitored by the Learning and Teaching Committee and the Academic Board. The aim was to ensure that teaching is responsive to new research, technological advancement and student feedback and that external advice was taken from external advisors, including the IAB. Quantitative and qualitative data would be used to monitor the plan although the collection of data was at an early stage.</p> <p>The Chair noted the need for alignment between the OfS B conditions on quality and standards, relating to continuation and progression, and the quality of the teaching. The Dean responded that the practical nature of the programmes, which aimed to enhance employability and ensure the students had the skills that employers required, were designed to enable the B condition outcomes to be fulfilled. The Chair agreed that having students who had experience of work and the latest cutting edge skills should give them the confidence to address the current world of work with agility and resilience.</p> |

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| d | <p>Annual report from the Academic Board</p> <p>Prof Paul Wilman introduced the report which was designed to provide assurance to that the Academic Board (AB) is discharging the responsibilities delegated to it. He reported that there had been substantial development of governance over the past year and there was a clear roadmap for future development. The exact composition of the examination board still required consideration but once this had been done all committees would be in place. Once the OfS monitoring outcome was known, any recommendations would be incorporated in the annual review of the terms of reference of the AB. A question had been raised about the composition of the AB and consideration would be given to whether there needed to be more subject expertise or an external member with experience of enhancing the student experience which would bring alternative perspectives.</p> <p>It was questioned when there would be student representation on the Academic Board and Prof Willman reported that he had attended the Student Council and informed them that they would be looking for representatives from October. It was noted, however, that most of the students on the Council would be leaving so it may be best to have an undergraduate or even and EMBA student. This was being given active consideration.</p> |
| e | <p>Report on compliance with OfS conditions</p> <p>The COO introduced the report which was set out in accordance with each condition and where any issues had arisen. The Chair welcomed the report and to see that compliance that being followed diligently.</p> |
| <p>8. Matters for information</p> | |
| a. | <p>Appointment of the Chair (Prof Stuart was absent for this item)</p> <p>The Global President reported that Prof Stuart had agreed to undertake a further two years as Chair. The Board endorsed the view of the Global President that she doing a remarkable job as Chair and supported her re-appointment.</p> |
| b | <p>NDAP's update</p> <p>The Dean reported that the OfS assessors had undertaken rigorous scrutiny of the 100 plus items of evidence that had been put forward to demonstrate how the School was following the plan and upholding quality and standards and the student experience. It was considered that it had gone well, especially in terms of establishing a rapport with the assessors. The outcome would be known in September. The Dean stated that the staff had acquitted themselves really well in all the meetings and the assessors had been really impressed with the students and their experience.</p> |
| b | <p>Marketing and recruitment update</p> <p>Mr Gaurav Jain introduced the marketing and recruitment update which set out the anticipated intakes for the Autumn and stated that the School was moving closer to its targets. It was noted that the overall BBA numbers were anticipated to be met but in addition a cohort were transferring from S P Jain Global in their 3rd year. For postgraduate students it was hoped that the targets would be met, but there was also a stream of exchange students coming to London each term which helped increase student numbers, some of whom might transfer to the London programme. The increased number of cohorts meant that the additional space was required and this would provide two new classrooms.</p> <p>It was noted that the revenue varied between home and international students and the latter contributed most to the financial sustainability, although it was important to ensure an appropriate balance to ensure a multi-cultural campus. There was a lot of interest in the undergraduate programme from home students. It was noted that many international students wished to join the London programme following the first two years in Singapore and Dubai. It was noted that most postgraduate did their masters in a different country, but that this year was a difficult environment for the recruitment of international students across the sector.</p> <p>It was noted that the School still had to gain the four-year track record with the UKVI before international students could work during their studies or get access to the Post Study Work visa. When these work</p> |

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| | rights were available it would be a game changer for the School, making its programmes much more attractive. |
| 9. | Committee updates |
| a | Academic Board Professor Willman introduced the two sets of AB minutes reflecting the need to call an additional meeting in June to deal with the volume of business. |
| b | Audit and Risk Committee Ms Pagni introduced the ARC minutes and stated that all items had been covered on the Board's agenda. |
| c | Industry Advisory Board Mr Jain introduced the meeting and said that it had been a useful debate on the use of AI and the future of education. |
| 11 | Dates of future meetings |
| | The COO reported that the meeting dates for the 2024-25 academic year would be circulated shortly. |
| 10. | Any other business |
| a | Awayday The Chair reported that a poll would go out shortly for the revised date for the Awayday which would be held in September to review the future strategy for the School and moving forward in a VOCA world. |
| Date of next meeting: 30 October 2024 | |

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| Approved items | |
| Item 5a | Financial Statements |
| Item 5b | Allocation of preference shares |
| Item 5d | the appointment of lawyers |