

## Minutes Of Board of Trustee Directors meeting on Tuesday 25 November 2025 at 20:00GMT (via Teams)

### Present

Malcolm Grant	Chair and independent director
Emma Cariaga	Vice Chair, Chair of the Audit and Risk Committee and independent director, other than for Item 16
Mark Searle	ASU-nominated director
Doug Becker	Cintana-nominated director
John Latham	Cintana-nominated director

### In attendance

Lisa Brodie	Executive Dean
Martin Walsh	Chief Operating Officer and Company Secretary

#### 1. Welcome and Apologies

The Chair welcomed everyone to the Board's first meeting following the company's change of name and subsequent re-launch as ASU London.

**Apologies** were received from Bashir Al-Hashimi.

#### 2. Declarations of interest

No new interests were declared. The Chair noted the difference between institutional interests of those directors representing Members, and personal interests of all directors which should be declared.

#### 3. Minutes of the previous meeting

The minutes of the 6 August 2025 meeting were **approved**.

#### 4. Matters arising and Actions from previous meetings

The matters arising and actions from previous meetings were discussed.

### Matters for approval

#### 5. Board Standing Orders and Terms of Reference

The Chair presented the proposed board standing orders and terms of reference for 2025/26. Following discussions, it was agreed to make a number of amendments for agreement at a future meeting.

The board **approved** the principle of the Standing Orders and Terms of Reference.

It was **agreed** that the Secretary and Chair should prepare a revised document addressing the requested amendments for a future meeting.

## 6. Audit and Risk Committee Terms of Reference

The Secretary presented the 2025/26 Terms of Reference for the Audit and Risk Committee.

The Board **approved** the Terms of Reference.

## 7. Annual Prevent Return

The Chief Operating Officer presented the annual Prevent Return to the Board. The content of the report was discussed.

The board **approved** the return and **authorised** the Head of Governance and Compliance to lodge the report with the Office for Students by the 1 December 2025 deadline.

## 8. 2024/25 Report and Financial Statements

The Chief Operating Officer presented the 2024/25 Report and Financial Statements and accompanying Letter of Representation for approval and subsequent signing by the Chair on behalf of the Board and by the Executive Dean. These documents had been previously presented to the Audit and Risk Committee for scrutiny.

The Board **approved** the 2024/25 Report and Financial Statements and the Letter of Representation and **authorised** the Chair and the Executive Dean to sign these documents.

The Chief Operating Officer was **authorised** to file the 2024/25 Report and Financial Statements with Companies House once he was in receipt of auditor-signed document.

### **Matters for noting**

## 9. Launch of ASU London

The Chair commended all staff and directors for their part in the successful launch of ASU London. The positive feedback from staff and students alike was welcomed.

## 10. Resolutions passed since last Board meeting

The following resolutions had been passed and board decisions made since the previous board meeting:

- i. 21 October 2025 – Licence Agreement signed between ASU and TEDI-London

- ii. 8 November 2025 – Members resolution to change company name to ASU London Centre for Advanced Learning, trading as ASU London, TEDI-London and The Engineering and Design Institute London; and
- iii. 8 November 2025 – Board resolution to adopt new company name and to register same with Companies House.

## 11. Audit & Risk Committee – minutes and report from November 2025 meeting

The Chair of the Audit and Risk Committee presented the draft minutes of its recent meeting.

The changing risk landscape following the change of control and the launch of ASU London was acknowledged.

The report and draft minutes were **noted**.

## 12. Academic Board – minutes from October 2025 meeting

The Executive Dean presented the draft minutes from recent Academic Board highlighting:

- i. the approval of the new programmes for enrolment in September 2026
- ii. its decision to adapt our assessment methods to aid the retention of knowledge by our students.

The Board **noted** the draft minutes.

## 13. Health and Safety Committee – update

The Board **noted** the update including that operations continue to run safely.

## 14. Executive Dean's update

The Executive Dean provided a verbal update on activities since the previous meeting.

The Board welcomed and **noted** the update.

## 15. Next meetings

A schedule of meetings for the year ahead will be circulated in December 2025.

## 16. AOB

The Vice Chair left the meeting as she had a declared conflict of interest in the matter arising from her employment.

The Board discussed the opportunity to rent additional space nearby until the end of the academic year. The Chief Operating Officer was **authorised** to negotiate an agreement.