



**Board of Governors 2025/26**  
**Audit, Risk and Finance Committee (ARFC) M2**

Monday, 23<sup>rd</sup> February 2026 at 16:00  
Tower Bridge/Virtual

**MINUTES**

**Present**

Stephen Plant	Independent Gover/Registrar (Chair)	(SP)
Bob Makinde	Independent Governor	(BM)
Manoj Ponugubati	Executive Governor/Dean	(MP)
Md Nahid	Committee Officer	(MN)
Agrima Shankar	Governance Officer	(AS)
Raghav Malhotra	Finance Director/CFO (Attendee)	(RM)

**Apologies**

None

---

**1. Declarations of Interest**

- 1.1 No new conflicts of interest were declared.
- 1.2 Standing declarations were noted.

**2. Minutes and Matters Arising**

- 2.1 The minutes of the previous meeting (M1) held on 23 October 2025 were reviewed and approved.
- 2.2 The Actions log was reviewed and all completed actions were formally closed.
- 2.3 One ongoing action relating to financial forecasting sensitivity analysis remains in progress.

**3. Financial Sustainability and Financial Performance (OfS Condition E3 – Core Assurance)**

- 3.1 Raghav Malhotra, Chief Financial Officer (RM) presented the draft accounts for the year ending 31 December 2025.
- 3.2 Key highlights include a net turnover of approximately £3.3 million and a profit of £66, 467 for the 2025 financial year.
- 3.3 It was also noted that continued investment in infrastructure to strengthen long term institutional capacity.

- 3.4 Administrative expenses remained high; however, these were linked to strategic growth and infrastructure development.
- 3.5 RM emphasised that despite elevated administrative costs, the financial outlook remains positive and sustainable.
- 3.6 The Committee commended the strong financial performance and welcomed the proactive investment in infrastructure as a foundation for long-term resilience.
- 3.7 Discussion took place regarding student recruitment dependency and income concentration risks. RM outlined strategies to reduce volatility in income streams, including diversification measures and strengthening forecasting processes.
- 3.8 The Chair, Stephen Plant (SP) confirmed that the institution remains financially viable and sustainable in line with OfS Condition E3.

**Actions:**

- Continue enhanced monitoring of the recruitment pipeline.
- Escalate any material deterioration in cash flow forecasts to the Board

**4. Budget Monitoring and Financial Planning**

- 4.1 RM presented the budget monitoring report. Key points include:
  - 4.1.1 Actual cash balances outperformed forecast for all three reported months.
  - 4.1.2 Variances remained within acceptable tolerance levels.
  - 4.1.3 The organisation remains operationally funded.
  - 4.1.4 Financial performance remains strong against forecast expectations.
- 4.2 The Committee expressed satisfaction with the thoroughness of the report and noted the mature and transparent assessment of financial risks.
- 4.3 Strategic initiatives, including growth plans and campus expansion modelling, were considered proportionate and aligned with the financial planning framework.

**Action:** Same monitoring process to continue going forward.

**5. Internal Audit**

- 5.1 SP noted the absence of a formally appointed independent internal auditor and suggested exploring cost-effective options appropriate to the size of the institution. The Committee agreed that strengthening the formal internal audit function would further enhance governance assurance.

**ACTION: RM**

- 5.2 RM confirmed that an internal audit system is in place, with departmental reporting mechanisms that provide financial oversight and internal checks.
- 5.3 SP requested a short summary paragraph from the Quality Officer (Ed Luke) outlining internal audits conducted under OfS Conditions B and E, to be included in future Committee papers.

**ACTION: MN**

**6. External Audit and Financial Statements**

- 6.1 RM confirmed that the external audit process is ongoing. Interviews with auditors are expected to take place by 15 March.

6.2 The Committee noted the progress and requested a further update at the next meeting.

## **7. Risk Management and Institutional Risk Register**

- 7.1 The Committee reviewed the Institutional Risk Register.
- 7.2 Discussion included the strategic importance of OfS registration for both financial sustainability and student recruitment continuity.
- 7.3 Manoj Ponugubati, Executive Director/Dean (MP) outlined the timeline for the OfS application and the potential institutional impact if the process is not completed successfully. Key risks discussed were:
  - 7.3.1 Student recruitment concentration.
  - 7.3.2 OfS regulatory approval and compliance risk.
  - 7.3.3 Cash flow and liquidity management.
  - 7.3.4 Fixed cost exposure
- 7.4 SP commended the structure, technical competence, and clarity of the Risk Register.
- 7.5 It was agreed that the broader institutional risks are appropriately captured, with the Committee focusing on those most relevant to financial governance.

**ACTION: Strengthen documented ownership of mitigation actions for top-tier risks.**

## **8. Internal Controls, Fraud Prevention and Compliance**

- 8.1 The Committee reviewed the Financial Controls Framework.
  - 8.1.1 No fraudulent incidents were reported.
  - 8.1.2 No whistleblowing cases were reported.
  - 8.1.3 Segregation of duties and authorisation controls were deemed appropriate.
  - 8.1.4 OfS regulatory compliance monitoring are in place.
- 8.2 The Committee confirmed the Framework was effective

## **9. Financial Governance and Major Financial Commitments**

- 9.1 RM presented the strategic decision to lease the Brentford campus.
- 9.2 The Committee discussed the long-term financial benefits of the lease
- 9.3 arrangement over a 20-year horizon, including strategic positioning and growth capacity.
- 9.4 The Committee expressed confidence in the strategic rationale and the financial governance applied to the decision.
- 9.5 Growth-related financial exposure was considered proportionate and subject to ongoing monitoring.

## **10. Regulatory Compliance and OfS Financial Assurance**

- 10.1 Md Nahid, Committee Officer (MN) presented the Regulatory Compliance Report which detailed:
  - 10.1.1 Progress on financial evidence and documentation for OfS registration.
  - 10.1.2 The framework for monitoring financial sustainability, management, and governance.
  - 10.1.3 Actions in progress and staged policy development.
- 10.2 SP commended the clarity and self-explanatory nature of the report.
- 10.3 The Committee discussed the importance of having robust policies in place and agreed the staged finalisation process is appropriate and compliant with OfS financial assurance requirements (Condition E3).

## **11. Policy Review and Approval**

- 11.1 The Fraud and Anti Bribery Policy was reviewed and approved with minor formatting amendments.
- 11.2 Other work in progress policies will be discussed in the next meeting.

## **12. Committee Effectiveness and Forward Planning**

- 12.1 SP suggested setting the next meeting date in advance to ensure all reports are submitted with sufficient lead time.
- 12.2 MN proposed scheduling the next meeting in approximately three months, with the agenda to be finalised at least five weeks prior.
- 12.3 SP noted that future meetings may require updates from external or internal auditors.
- 12.4 The Committee confirmed it is operating effectively within its Terms of Reference

## **13. Any Other Business**

- 13.1 A discussion was held regarding potential conflict-of-interest considerations where an internal member acts as Chair. It was agreed that a new Chair will be placed for the upcoming and ongoing meetings.

## **14. Private Session**

- 14.1 A private session was not convened

## **15. Date of the Next Meeting**

- 15.1 To be confirmed in line with the annual governance calendar

## **Decisions Summary**

- 3.6 Draft accounts noted and performance commended.
- 3.8 Financial sustainability assurance confirmed (OfS E3)
- 4.3 Budget monitoring and risk assessment confirmed appropriate
- 8.2 Financial control framework confirmed effective.
- 10.3 Regulatory compliance progress acknowledged.

## Board of Governors Audit, Risk and Finance Committee

### Rolling Actions Table

Meeting Date	Origin Item	Action	Owner	Due Date	Status Open/in progress/complete/ deferred	Update/Commentary
23/02/26	??	Share the updated Terms of Reference / framework link for the Audit, Risk and Finance Committee with Governors	MP	03/03/26		NOT MINUTED
23/02/26	??	Obtain or create visuals of the new campus (including from Agrima where applicable) and circulate a shareable link to all Board members to support site-visit planning	Agrima/ Governance Officer	03/03/26		
23/02/26	5.1	Continue the search for and appoint an Internal Auditor to provide a formal internal audit function, and report progress to future Board/Committee meetings	RM	Ongoing – update next meeting		
23/02/26	5.3	Summary paragraph outlining internal audits conducted under OfS Conditions B and E, to be included in future Committee papers	MN	03/03/26		
23/02/26	7.?	Consolidate the Risk Register into clearly defined Strategic and Operational tiers and prepare for presentation at the next Board/Governors meeting	Academic Quality Head	10/03/26		NOT REALLY MINUTED
23/02/26	??	Finalise the Business Plan and supporting financial statements/draft accounts for OfS registration submission (Business	MN			MINUTED?

Meeting Date	Origin Item	Action	Owner	Due Date	Status Open/in progress/complete/ deferred	Update/Commentary
		Plan within 1–2 weeks; accounts and forecasts fully reviewed for submission readiness)				
23/02/26	13.1	Appoint an alternative Chair for upcoming and future meetings		M3		
23/02/26	15.1	Schedule the next Audit, Risk and Finance Committee meeting (approximately three months' time), circulate proposed dates, and issue an agenda timetable ensuring reports are available at least five weeks prior	MN	Within agreed scheduling cycle		
23/02/26	?3	Prepare and present campus-level performance reports (including campus-wise performance and breakeven progress) at a future Board meeting	RM	Future Board meeting		MINUTED?