

APPROVED

MINUTES OF THE 220TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 5 OCTOBER 2016 IN THE BOARDROOM, UNIVERSITY OF WESTMINSTER, 309 REGENT STREET.

Clerk's note: This meeting of the Court of Governors was part of an 'away day' programme, which included the following:

- **Key strategic issues for Westminster students**, presented by the University of Westminster Students' Union President and Vice Presidents with the Chair of the Students' Union Trustee Board
- **Risk culture and risk appetite**, presented by the Director, Finance and Operations and the Director, Corporate Planning and Performance
- **The future of quality assessment**, presented by the Academic Registrar and the Associate Director, Academic Quality and Standards
- **Teaching Excellence Framework metrics and institutional performance**, presented by the Vice-Chancellor
- **Faculty strategic priorities**, presented individually by the Pro Vice-Chancellor and Deans

PRESENT:	Mr P Kyle (Chair) Mr C Barnes Mr D Batchelor Mr J Begg Mrs R Bellamy-James Mr D Cheeseman Dr S Courtenage Dame K Dunnell Mr A Ganguli Mr S Hart (items 220.1-220.3)	Dame M Hogg (items 220.1-220.6) Mr T Hope (items 220.1-220.6) Professor G Megson Mr P Murphy Ms L Neil Professor G Petts Mr M Smith Ms F Thompson (UWSU) Mrs D Yeo
IN ATTENDANCE:	Professor R Dannreuther Ms S Enright (Secretary) Ms K Hayes Professor A Hughes	Mrs E McMillan (Clerk) Mr A Smith, UWSU (item 220.1-220.4) Mr M Webb
APOLOGIES:	Mr G Morley Mr J Wates	Mr A Woods

220.1. ANNOUNCEMENTS

220.1.1. Apologies were noted as listed above.

220.1.2. Members discussed the attendance record of a governor who has been absent from a number of meetings of the Court and noted that largely this has been as a result of external commitments.

220.1.2.1. ACTION Nominations Committee to discuss the attendance record at their next meeting.

APPROVED

- 220.1.3. No interests were declared.
- 220.1.4. There were no requests from members to un-star items provided for information (Minutes 220.9 to 220.17).

220.2. FACULTY STRATEGIC PRIORITIES

- 220.2.1. Members received a presentation from each of the Pro Vice-Chancellor and Deans ('Deans') as part of the away day programme.
- 220.2.2. Members welcomed the opportunity to hear from the Deans and found their presentations inspiring. Governors would like to meet with the Deans again in 12-18 months to hear how the strategies are progressing.

220.2.2.1. **ACTION Clerk** to add a faculty strategy progress update to the Court's schedule of business.

- 220.2.3. Members and the Deans discussed engagement with employers, the ability to effect significant change within individual faculties, collaboration between faculties around digital technologies, the cost of making research applications, and the staff to student ratio.

220.3. PEOPLE STRATEGY 2016-2020 AND LEADERSHIP AND MANAGEMENT DEVELOPMENT STRATEGY 2016-2020

- 220.3.1. Members received and considered proposed updates to the People strategy (Document COG 161005G) and the Leadership and management development strategy (Document COG 161005H), which have been considered and agreed by the HR Committee.
- 220.3.2. Members received the staff engagement survey outcomes report noted at the previous meeting (Document COG 160720U) and considered in full by the HR Committee at the meeting on 28 June 2016.
- 220.3.3. With reference to recent internal audit reviews and the staff engagement survey outcomes, members discussed whether there is a correlation between staff engagement and poor results in the National Student Survey (NSS). Members heard that the integrated planning process, first implemented in 2016-17, is addressing the issues raised in the survey and looking at the link between staff experience and student satisfaction.
- 220.3.4. The Chair, HR Committee informed members that following the recent approval by the Court of the Performance management policy and procedures, the Committee has requested a standing item on the agenda on the implementation of the policy. The HR Committee monitors the implementation of the People strategy through the key performance indicators (KPIs) reported in the people management information report.
- 220.3.5. **APPROVED** Updated People strategy for the period 2016-2020 for implementation from 6 October 2016. This includes key performance indicators for engagement; health and well-being; performance management; capability improvement; and replacement and retention.
- 220.3.6. **APPROVED** Updated Leadership and management development strategy 2016-2020 for implementation from 6 October 2016.

220.4. CHANGES TO THE UWSU CONSTITUTIONAL DOCUMENTS

- 220.4.1. Members received and considered a report from the University of Westminster Students' Union (UWSU) on proposed changes to the UWSU governing documents (Document COG 161005B); this included a tabled update to the Executive Summary.

APPROVED

- 220.4.2. Members noted that the changes have been considered and agreed by the UWSU Trustee Board; however, for the purposes of the 1994 Education Act (s22) and as stated in the University's Memorandum and Articles of Association the Court is required to approve any changes to the UWSU Memorandum and Articles.
- 220.4.3. Members noted that many of the changes are administrative and minor in nature, for example updates to job titles and integration of changes recommended by the National Union of Students (NUS).
- 220.4.4. Members heard that the Student Council is to be replaced with Student Forums and two Student Conferences and that under the proposed changes the UWSU need not run a formal Annual General Meeting.
- 220.4.5. Members heard that the UWSU Trustee Board considered and rejected a suggestion that site-based Vice Presidents would be allowed to serve only a single one year term of office. As a result, this section remains unchanged in the governing documents. Members discussed the establishment of a scrutiny panel, which is key to the process to remove officers.
- 220.4.6. The Registrar and Secretary assured members that the proposed changes align with the current and proposed University Memorandum and Articles of Association and noted that the University is reviewing and updating the Memorandum of Understanding with the Students' Union.
- 220.4.7. Members noted the amendments to the UWSU bye-laws and discussed the introduction of a quorum of 5% of the total student population required to pass a referendum decision and management of UWSU policy.
- 220.4.8. **APPROVED** Revised University of Westminster Students' Union constitution as expressed in the Memorandum and Articles of Association for implementation from 6 October 2016.

220.5. VICE-CHANCELLOR'S REPORT

- 220.5.1. Members received and noted a report from the Vice-Chancellor that focused on the adaptation of our Westminster 2020 strategy to the reality of the new operational environment for HE in England and Wales and also included a summary of University news since the last Court meeting (Document COG 161005C).
- 220.5.2. Members considered the substantive focus of the report – the Teaching Excellence Framework (TEF) metrics and institutional performance - as part of the away day programme.
- 220.5.3. Members noted that the government are still to confirm the metrics for use in the framework and their application more widely (for example a potential link to student tuition fees) and that universities may decide to opt out of the TEF.
- 220.5.4. Members heard that the Vice-Chancellor had a positive meeting with the Mayor of London where they discussed the potential impact of TEF and the UK's exit from the European Union on London universities and that further meetings with Universities UK and key political figures are planned for this month.
- 220.5.5. The Vice-Chancellor reiterated Westminster's aim to be a 'university of choice' and outlined the initiatives that have been put in place to achieve that aim - such as Learning Futures, the Centre for Teaching Innovation and action to address courses that consistently perform poorly in the NSS. Members noted that an informed approach will be taken to identify 'courses of choice' with a qualitative and strategic analysis that uses the metrics provided in the report as a starting point. The analysis will provide insight for the University to agree which areas to consolidate and which to expand.

220.5.6. The Vice-Chancellor reported that the University has now had a positive response in respect of the UKVI Audit undertaken by the HEAT team in August 2015, that the University has had its licence renewed as an A-rated sponsor in Tier 2 or 5 (Staff), and that the UKVI have advised they are satisfied with our current compliance with Tier 4 guidance.

220.5.7. Members noted the positive outcome of the audit of our halls of residence by the Hotel Inspector for Visit England.

220.6. MANAGEMENT INFORMATION – JULY 2016

220.6.1. Members received and noted the management information for July 2016 (Document COG 161005D), which covers the final period of the financial year 2015-16. Members noted that the auditors are in the process of reviewing the 2015-16 accounts and therefore the figures are not final at this stage.

220.6.2. Members noted that the information has been agreed by the University Executive Board; however, due to the cancellation of a scheduled meeting, it has not been considered in advance by the Finance and Property Committee.

220.6.3. The paper introduced a wider set of non-financial management information that may be of interest to the Court for future management information reports. Members noted that people management information will also be included in future.

220.6.3.1. ACTION Governors to provide feedback via the Clerk to the Court on the desired content and format of future management information reports.

220.6.4. The Director, Finance and Operations informed members that the period 12 (July 2016) outturn shows a positive variance of £1.46 million against the Quarter 3 forecast, but £4.75 million less than budget. Members heard that the surplus achieved by the University is above the sector average and allows the University to invest in our capital structure.

220.6.5. Members noted that below budget income is largely offset by below budget staff costs and heard that, had the planned staff recruitment taken place, the additional staff costs were expected to be balanced by the income they would generate, e.g. through research and academic enterprise income.

220.6.6. Members noted that the main change as a result of conversion to Financial Reporting Standard FRS102 is a reduction in 'other operating income' as result of treatment of deferred capital grants. The comparative figures for 2014-15 and 2015-16 in the financial statements will be in FRS102 format and members will receive a more detailed explanation of the conversion to FRS102 at the next meeting.

220.6.7. Members noted the significant increase in pension deficit year to year and that there are a number of bodies, for example the British Universities Finance Directors Group, looking at how to address this issue.

220.6.7.1. ACTION Director, Finance and Operations and Clerk to identify an appropriate speaker to brief the Court on the issue at a future meeting.

220.6.8. Members noted that the value for money annual report and plan will be received by Court in November and it was suggested that this is an area that could be broadened in the management information provided to the Court.

220.6.9. Members discussed additionally student recruitment, compliance costs and funding from the Quintin Hogg Trust.

220.7. RISK MANAGEMENT

Risk management policy and procedures

220.7.1. Members received and considered the revised risk management policy and procedures (Document COG 161005E), which has been considered by the Audit Committee.

220.7.2. The Chair, Audit Committee noted that the Committee recommends the policy to the Court, however considers that implementation of the policy could be improved.

220.7.3. **APPROVED** Revised risk management policy and procedures to be implemented with immediate effect.

Risk register – annual review

220.7.4. Members received and considered the full risk register (Document COG 161005F), a summary of which has been considered by the Audit Committee.

220.7.5. Members noted the risk register is currently under review and the approved Internal Audit strategic plan 2016-19 will be amended to reflect any notable changes.

220.7.6. Members received the full risk register at the request of the Audit Committee, however late circulation and the detailed format of the register meant that governors had not had sufficient opportunity to undertake a meaningful review of the information presented.

220.7.7. **AGREED** The Court will postpone the annual review of the risk register to the next meeting with a prior review by the Audit Committee to ensure it more closely aligns with the needs of the Court.

Draft risk appetite statement

220.7.8. Members considered the draft risk appetite statement (Document COG 161005A) as part of the away day programme.

220.7.9. Members discussed the HEFCE metrics regarding financial risk and noted that the statement is focused on the University's own appetite for risk. Members heard that defining our preparedness to accept risk in certain areas and to manage against the defined risk appetite is one way of moving up the risk maturity grading.

220.7.10. Members considered that the link between the core and specific risks, the definitions and the interpretation of the ranges were unclear.

220.7.11. Members heard that the University may be prepared to accept higher risk in areas that are a relatively small proportion of the University's total activity, e.g. academic enterprise. It was suggested however that an area may be small proportionally in terms of income but critical to the achievement of the 2020 strategy and this might inform the risk appetite also.

220.7.12. Members were broadly in agreement that the lack of certainty in the current environment and the aspirations of the University may require the University to be less risk averse and to engage more positively with risk than it has in the past.

220.7.13. Members considered that the draft statement has been useful and that risk appetite is clearly an area of interest for the Court; however, members considered that they need a more detailed discussion around the issue before agreeing on risk scores and confirming the risk appetite statement. The Court would like to see a revised risk register and against each risk a statement as to the appetite of the University to accept risks in those specific identified risk areas.

220.7.14. Members supported the suggestion that the executive shares with the Court one or two forward looking scenarios as to what the future might hold to prompt a discussion on how each scenario affects the risk environment.

220.7.14.1. **ACTION Director, Finance and Operations** to submit a re-stated risk register and lead a more detailed discussion on risk appetite at a future meeting of the Court.

220.8. HONORARY AWARD NOMINEES

220.8.1. Members considered nominees for receipt of honorary awards, as recommended by the Nominations Committee (Document COG 161005Q).

220.8.2. **APPROVED** The following nominees will be invited to receive an honorary award from the University:

- Dr David Hitchcock - Honorary Fellow
- Dean Hawkes - Honorary Doctorate (DLitt)
- Jamie Oliver - Honorary Doctorate (DSc)
- Sarah Mower - Honorary Doctorate (DLitt)
- Annie Walker - Honorary Doctorate (DLitt)
- Nadiya Hussain - Honorary Doctorate (DLitt)

220.9. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

220.9.1. **AGREED** The minutes of the Court of Governors meeting held on 20 July 2016 (Document COG 161005I) were agreed as an accurate record.

220.9.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 161005J).

220.9.3. **Managing performance policy and procedures (Actions 219.9.2.1 and 219.9.3.1)** Members noted that an update on communication of the policy to staff and the implementation date for the policy would be provided when the minutes from this meeting are circulated.

220.9.4. **External advisors to committees (Action 219.11.4.1)** Members noted that not all of the new committees have met however the Court's suggestion has been noted.

220.9.5. **Standing order 3 Constitution of the Court (Actions 219.12.4.1 and 219.12.5.1)** The Clerk has amended the draft standing order with the corrections identified at the meeting.

220.9.6. **Graduation ceremonies (Actions 219.26.2.1, 219.26.3.1 and 219.26.4.1)** The Registrar confirmed that the Ceremonies team have been made aware of the request re. posthumous award and that videos of the ceremonies will be made available. The Clerk asked members to confirm which ceremonies they will be attending.

Amendments to the 2017-18 fees framework

220.9.7. Members considered an update report (Document COG 161005K) on key risks and proposed changes to the tuition fees framework for 2017-18, which was approved by the Court in March 2016.

220.9.8. Members noted that Jo Johnson, the Minister of State for Universities, Science, Research and Innovation, issued a statement on 27 June 2016 guaranteeing continued access to UK student loans for all current EU students for the duration of their studies. This was further extended to all EU students set to enter into Higher Education in autumn 2016, but does not cover 2017 onwards.

220.9.9. **APPROVED** Members committed to maintain fees for EU students commencing courses in 2017 at the same level as Home fees for the period. Members also noted the changes to fees administration matters.

220.10. MINUTES FROM PRECEDING COMMITTEE MEETINGS

220.10.1. Members received and noted a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 161005L).

220.10.2. Members noted that full draft minutes for the committee meetings below are being prepared:

- Remuneration Committee (special meeting) 20 September 2016
- Academic Council (special meeting) 21 September 2016
- Audit Committee 21 September 2016 (postponed from 30 August 2016)
- HR Committee 27 September 2016

220.10.2.1. ACTION Clerk to circulate the full minutes (Document COG 161005M) by email as they are completed and agreed by the relevant Committee Chairs.

220.10.3. Members noted that the Finance and Property Committee Chair cancelled the meeting scheduled for 22 September 2016 due to a lack of business requiring decision or action.

220.11. DRAFT SCHEDULE OF BUSINESS 2016-17

220.11.1. Members received and noted the draft schedule of business for the new academic year (Document COG 161005N).

220.12. INTERNAL AUDIT STRATEGIC PLAN 2016-19

220.12.1. Members received and noted the internal audit strategic plan 2016-19 (Document COG 161005O), which was approved by the Audit Committee on 21 September 2016.

220.13. PEOPLE MANAGEMENT INFORMATION REPORT – JANUARY TO JUNE 2016

220.13.1. Members received and noted the People management information report – January to June 2016 (Document COG 161005P), which was considered by the HR Committee on 27 September 2016.

220.14. LEADERSHIP AND MANAGEMENT OF HEALTH AND SAFETY IN HEIs

220.14.1. Members received and noted guidance from the University Health and Safety Association and a briefing from Eversheds on the Sentencing Council Guideline (Document COG 161005R), which was considered by the HR Committee on 27 September 2016.

220.14.2. Members noted that the Committee has requested assurance at their next meeting as to how the Court level governance requirements are being managed by the University.

220.15. HIGHER EDUCATION IN ENGLAND 2016: KEY FACTS

220.15.1. Members received and noted the updated HEFCE report 'Higher Education in England: Key Facts'¹, which provides a statistical overview of key sector trends and developments in 2016.

¹ <http://www.hefce.ac.uk/pubs/Year/2016/201620/>

220.16. DATES OF FUTURE MEETINGS

220.16.1. Court of Governors and Assembly of Governors

Wednesday 23 November 2016

3.00pm Joint meeting with Academic Council in RS152/153 (Cayley Room), 309 Regent St

4.00pm Court meeting in RS117 (Main boardroom)

6.00pm Assembly of Governors in RS117 (Main boardroom)

7.00pm Staff achievements event in Fyvie Hall

Wednesday 22 March 2017 3.30pm in CH1.14 Cavendish House, 101 New Cavendish St

Wednesday 24 May 2017 3.30pm in CH1.14 Cavendish House (**revised date**)

Wednesday 19 July 2017 3.30pm in CH1.14 Cavendish House

220.17. ANY OTHER BUSINESS

220.17.1. Members did not raise any other business for discussion.