

APPROVED

**MINUTES OF THE 215TH MEETING OF THE COURT OF GOVERNORS HELD ON TUESDAY 6
OCTOBER 2015 THE QUINTIN HOGG MEMORIAL SPORTS GROUND, CHISWICK.**

PRESENT:	Mr P Kyle (Chair) Mr J Begg Mr D Cheeseman Dr S Courtenage Dame K Dunnell Mr A Ganguli Mr J Hirschmann (UWSU)	Mr T Hope Professor G Megson Mr P Murphy Professor G Petts Mr J Wates Mrs D Yeo
IN ATTENDANCE:	Mr T Asson (item 215.4 to 215.19) Ms S Enright (Secretary) Ms K Hayes	Professor A Hughes Mrs E McMillan (Clerk) Mr M Webb
APOLOGIES:	Mr C Barnes Mr D Batchelor Mrs R Bellamy-James Professor R Dannreuther (attendee) Mr S Hart	Dame M Hogg Mr G Morley Mr A Smith (attendee) Mr M Smith Mr A Woods

This meeting of the Court was part of an away day programme, which included the following:

- **Student Academic Experience: Challenges and Opportunities at Westminster**, presented by the Associate Director Internet and Educational Technology
- **Graduate Employability at the University of Westminster: an evolving story**, presented by the Deputy Vice-Chancellor (Global Engagement) and the Director of Student Affairs
- **The University of Westminster Students' Union - our past, our impact and our future**, presented by the University of Westminster Students' Union President and Vice Presidents
- **Current issues in the UK HE sector**, presented by the Universities UUK CEO and the Vice-Chancellor

215.1. ANNOUNCEMENTS

215.1.1. Apologies were noted as listed above.

215.1.2. The Chair confirmed that there were no requests from members to un-star items provided for information (Minutes 215.13 to 215.18).

215.2. DECLARATION OF INTERESTS

215.2.1. No interests were declared.

215.3. REVIEW OF THE UNIVERSITY'S GOVERNING INSTRUMENTS

Memorandum and Articles of Association

- 215.3.1. Members received and considered the draft revised Articles of Association, including the Memorandum of Association, and four draft standing orders prior to submission to the Privy Council for informal approval. All documents had been reviewed and commented on by a scrutiny group comprising seven independent members of the Court.
- 215.3.2. Members discussed a proposal to amend the wording of sub-section 2.3.5 in the University's objects. Members considered the replacement of provision "*for the recreational, social and spiritual needs of students of the University*" with provision "for the recreational, social and **welfare** needs of students of the University". Following debate members agreed that 'spiritual' is more restrictive than 'welfare'. A member suggested 'well-being' as an alternative that would encompass provision of sporting activities and clubs as well as spiritual and pastoral activities. Members agreed that the object ought to be amended and requested confirmation that the powers of the University would not be restricted by the use of alternative words.
- 215.3.2.1. **ACTION: Clerk** to obtain advice from the University's solicitors and proceed with the amendment only if use of 'welfare' or 'well-being' in place of 'spiritual' will not restrict the University's powers.
- 215.3.3. **AGREED** The proposal to amend the Articles of Association to permit payment of allowances and remuneration to any members of the Court is omitted from the current review. The Court does not intend to exercise any power to remunerate governors at this time and inclusion of such a power requires further exploration prior to submission to the Privy Council.
- 215.3.4. **AGREED** Members did not consider it appropriate to delegate the dismissal of a Vice-Chancellor to a Special Committee or other group. Members therefore agreed that the decision to dismiss would be taken by the Court of Governors, in the absence of the Chair of the Court, with the discussion to be chaired by a Deputy Chair of the Court. A Vice-Chancellor would then have a right to appeal to the Chair of the Court.
- 215.3.4.1. **ACTION Clerk** to obtain legal advice on the proposed right of appeal to the Chair and, if the proposal is supported by the University's solicitors, amend Standing Order 2 Appointment, suspension and dismissal of staff accordingly.
- 215.3.5. **AGREED** References to the University's relationship with the University of Westminster Students' Union will remain unchanged in the Articles of Association; however members noted that the University's relationship with and responsibilities to the Students' Union will be taken forward through the upcoming review and revision of the Memorandum of Understanding.

Standing orders

- 215.3.6. Members noted that draft Standing Orders 3 and 4 are first drafts and that additional standing orders will be developed in parallel with submission to Privy Council for informal approval.

Audit Committee terms of reference

- 215.3.7. **AGREED** Proposed amendments to the terms of reference to be adopted for 2015-16.

215.4. VICE-CHANCELLOR'S REPORT

- 215.4.1. Members received and noted a report from the Vice-Chancellor including developments around the Teaching Excellence Framework, London demographics, potential for Higher Education sector involvement in pre-university education and the local economy, and student and staff recruitment. Members queried provision of accommodation for arriving students and the difference between achievement of 'higher level skills' and entry to 'graduate jobs' as defined by the DLHE survey.
- 215.4.2. The Vice-Chancellor informed members of the outcome of a review of the structure and line-management of professional services.
- 215.4.3. **APPROVED** Title for the senior post to be amended from 'Director, Communications, Recruitment and Marketing' to 'Director, Communications, Recruitment and External Affairs'.
- 215.4.4. Members noted a summary of the UUK Submission to the 2015 Comprehensive Spending Review and notification of University news and achievements since the last meeting.

215.5. CODE OF PRACTICE ON FREEDOM OF SPEECH

- 215.5.1. Members considered recommendations from the Referred Student Activities Committee, agreed by the University Executive Board, for updates to the Code of Practice on Freedom of Speech, which includes the University's No Platform Policy. Members received for information an operational updates paper that details the key principles by which the Referred Student Activities Committee will operate.
- 215.5.2. Members discussed the difficulties of defining 'controversial' views and opinions and noted that the amendments are intended to provide a balance between retaining a degree of flexibility, and the potential for interesting and useful debate, whilst ensuring that the University exercises its duty under Prevent and secures the safety and welfare of staff and students. Members also discussed how other policies and procedures relate to the Prevent agenda with regards to staff, and speakers invited by staff to give lectures or presentations to students, such as the Whistleblowing Policy and the Grievance and Disciplinary Policy.
- 215.5.3. **APPROVED** Code of Practice updated as outlined below with immediate effect:
- a) background section includes a new paragraph referencing the new Prevent Duty (statutory legislation as of 21 September 2015) and notes that, in line with the new legislation, in the assessment of speakers for Students' Union society events the University "*will have due regard to the Government's List of terrorist groups or organisations banned under UK law*";
 - b) Clause 2..2 in the Introduction includes alumni as a group to which the Code's obligations and rights apply;
 - c) Clause 2.5 in the Introduction amended to include a greater emphasis on the need for the Students' Union to ensure its employees and sabbatical officers "*satisfy the obligations of the University*";
 - d) Clause 4.3 in the Events section includes a new point stating that it will be reasonable for the University to refuse consent, or withhold facilities, for any speaker whose views "*are widely known and published and do not align with the values of the University*"; and
 - e) text amended throughout to reflect current role titles.
- 215.5.3.1. **ACTION Clerk** to update the Code of Practice in line as approved by the Court and publish the amended document on the University's website.

215.6. RISK MANAGEMENT POLICY AND RISK REGISTER REVIEW

- 215.6.1. Members received and considered the updated risk management policy and received and noted the current risk register. Both papers had been considered and are recommended by the Audit Committee.
- 215.6.2. Members noted that a full review of the policy will be undertaken during 2016, supported by the University's internal auditors, with a view to increasing the University's risk maturity; currently the internal audit opinion is that the University is 'risk defined'¹, which is "*a risk management approach adopted to meet basic expectations of stakeholders*". A member queried how as part of this the Court might explore further their role and responsibility to "*Set the tone and influence the culture of risk management within the institution through determining the appropriate risk appetite or level of exposure for the institution*".
- 215.6.3. **APPROVED** Members approved the updated risk management policy.
- 215.6.3.1. **ACTION Clerk** to schedule a discussion on risk management culture and risk appetite for the Court meeting in March 2016.
- 215.6.3.2. **ACTION Director of Finance and Operations** to consider in advance of the meeting how best to frame such a discussion.

215.7. MANAGEMENT INFORMATION PACK - JULY 2015

- 215.7.1. Members received and noted the management information pack for July 2015; the report includes results for the financial year to 31 July 2015 that are draft and subject to change. The report had been considered and is recommended by the Finance and Property Committee.
- 215.7.2. Members noted that the surplus is £2 million lower than the Quarter 3 forecast, that this is due to an increase in staff costs, including adjustment for holiday pay, and that staff costs are 51% of income for the year to 31 July 2015.
- 215.7.3. Members discussed the issue of asset valuation and how this might be approached by the University from 2015-16 with the introduction of FRS102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.
- 215.7.4. Members noted that the dashboard details the University's in-year financial health targets are being met and that the University remains loan covenant compliant.

215.8. MAJOR PROJECT PROPOSALS

[Redacted – commercially sensitive information]

215.9. STUDENT DISCIPLINARY PROCEDURE

- 215.9.1. Members received and considered updated Student Disciplinary Procedure for implementation in the academic year 2015-16. Updates to the procedure, which deals with matters relating to non-academic misconduct, have been considered and are recommended by Academic Council.

¹ Risk maturity is assessed against a framework with four risk definitions – risk aware, risk defined, risk managed and risk enabled.

APPROVED

- 215.9.2. The Registrar informed members that during the last academic year (2014-15) a total of 14 cases were reported for investigation via a Stage 2 Disciplinary Panel; the University suspended five students – four from the Faculty of Science and Technology and one from the Faculty of Social Sciences and Humanities; and excluded one student from the Westminster School of Media, Arts and Design.
- 215.9.3. Members noted that a full review of the Student Disciplinary Procedure and allied policies is currently underway with a view to the revised procedures being implemented from September 2016, subject to Academic Council endorsement and Court approval.
- 215.9.4. **APPROVED** Procedures updated as outlined below for implementation in 2015-16:
- a) new regulation added to enable a referral to a Stage 1 Disciplinary Interview if a student fails to comply with a penalty applied following a Preliminary Investigation;
 - b) wording of the penalties available amended so that they are consistent across all stages in the procedure;
 - c) delegation of the Vice-Chancellor's authority to suspend a student under Emergency Powers, prior to convening a Stage 2 Disciplinary Panel Hearing, expanded to include Pro Vice-Chancellors and Deans;
 - d) authority to approve use of penalties outlined in 2.67 h to j (suspension, eviction from University Student Residences, and exclusion) extended to include the Director of Student Affairs and the Academic Registrar;
 - e) expulsion removed from the Emergency Powers available through the procedure;
 - f) new regulation added to confirm the time limit for a suspension under Emergency Powers; and
 - g) text amended throughout to reflect current role titles.

215.10. HONORARY AWARDS

- 215.10.1. Members received and considered recommendations from the Nominations Committee for honorary awards to be conferred at graduation award ceremonies.
- 215.10.2. **APPROVED** Members supported the proposal to invite the following individuals to receive an Honorary Doctorate from the University:
- Professor Edmund De Waal OBE
 - Professor Jeremy Farrar OBE FRCP FMedSci
 - Susan Hitch
 - Sir Peter Rogers
 - Sandra Birgitte "Sandi" Toksvig OBE
 - Paul Trijbits
 - George Roger Waters
 - Dame Vivienne Westwood DBE
- 215.10.3. **APPROVED** Members supported the proposal to invite Sally Feldman to receive an Honorary Fellowship from the University.
- ## 215.11. EFFECTIVENESS REVIEW 2013-14 – PROGRESS REPORT
- 215.11.1. Members received and noted the completion of the action plan from the last effectiveness review.

215.11.2. Members were informed that the next review is due in 2016-17 and that the Nominations Committee will make a proposal to the Court in July 2016 with regards to the format and schedule for the review.

215.12. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

215.12.1. **AGREED** The minutes of the Court of Governors meeting held on 22 July 2015 were agreed as an accurate record.

215.12.2. Members received and noted the summary of actions and matters arising from the meeting held on 22 July 2015 and those actions not reported as complete between September 2014 and June 2015.

215.13. MINUTES FROM PRECEDING COMMITTEE MEETINGS

215.13.1. Members received and noted a report on the business conducted at meetings of the committees of the Court since the last meeting.

215.13.2. In addition to the summary of business, members received the following minutes:

- Academic Council, 16 September 2015 (draft)
- Finance and Property Committee, 24 September 2015 (draft)

215.13.2.1. ACTION Clerk to circulate the minutes from Audit Committee on 1 September 2015 to members with the draft minutes of this meeting.

215.14. INDICATIVE SCHEDULE OF BUSINESS

215.14.1. Members received and noted the annual schedule of business for the Court of Governors.

215.15. INTERNAL AUDIT STRATEGIC PLAN 2013-16 AND OPERATIONAL PLAN 2015-16

215.15.1. Members received and noted the updated strategic plan 2013-16 and the operational plan 2015-16, which have been considered and approved by the Audit Committee.

215.16. HEIs FUNDING AGREEMENT 2015-16 – HEFCE COMMUNICATION JULY 2015

215.16.1. Members received and noted Part 2 of the memorandum of assurance and accountability (the funding agreement) between HEFCE and HEIs for the academic year 2015-16. This document sets out terms and conditions which apply to the University's grant for 2015-16 and the requirements relating to student numbers that HEFCE expect the University to meet.

215.17. HE IN ENGLAND 2015 – HEFCE REPORT

215.17.1. Members received and noted the latest report in the HEFCE 'Higher education in England' series, published July 2015. The report looks at recent shifts and longer-term trends in higher education in England, and identifies some key emerging challenges and opportunities for the sector.

215.18. DATES OF FUTURE MEETINGS

215.18.1. Court of Governors

Wednesday 25 November 2015 3.30pm in Room RS117, 309 Regent Street (includes AGM)
Wednesday 23 March 2016 3.30pm in the Pavilion, 115 New Cavendish Street
Wednesday 1 June 2016 3.30pm in Room MG28 Marylebone Building
Wednesday 20 July 2016 3.30pm at the Quintin Hogg Memorial Ground

215.18.2. Assembly of Governors

Wednesday 2 December at 4.00pm at 309 Regent Street

APPROVED

215.18.3. **University carol service**

The Vice-Chancellor informed members that the service will take place on Tuesday 15 December 2015 at 5pm in Marylebone Parish Church. The service will include a performance from the University choir and other musical highlights and there will be a reception after the service at the University's Marylebone site, where members will be able to view an exhibition created by Architecture students.

215.18.3.1. ACTION Clerk to explore the possibility of a tour of the refurbished architecture studios for governors after the service.

215.19. **ANY OTHER BUSINESS**

Regent Street Cinema Board

215.19.1. A governor, who is also on the Board for the Regent Street Cinema expressed concerns regarding the clarity of roles on the Board and whether the skills of individuals who had been involved previously as advisors to the cinema were being used most effectively.

215.19.2. The Director of Finance and Operations, Chair of the Board and, along with the Vice-Chancellor, a Director of the Regent Street Cinema Ltd company informed members that the Board is intended as a group that oversees the cinema's activities in the broadest sense, including the academic and student activities that are an integral part of the cinema's purpose and programme.

215.19.3. **AGREED** Ms Diane Yeo's role on the Board will be that of a governor representative to oversee the activities of the cinema on behalf of the Court.

215.19.3.1. ACTION Director of Finance and Operations to consider the balance of skills on the Board and whether a creative advisory group would be beneficial.