

APPROVED

MINUTES OF THE 219TH MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 20 JULY 2016 AT THE QUINTIN HOGG MEMORIAL SPORTS GROUND, CHISWICK.

PRESENT:	Mr P Kyle (Chair) Mr C Barnes Mr D Batchelor Mr J Begg Mrs R Bellamy-James Dame K Dunnell Mr A Ganguli (items 219.1-6) Mr S Hart	Dame M Hogg Mr T Hope Mr G Morley Mr P Murphy (items 219.1-8) Professor G Petts Mr M Smith Ms F Thompson (UWSU) Mr J Wates
IN ATTENDANCE:	Mr A Asbury (items 219.6-26) Ms S Enright (Secretary) Mrs E McMillan (Clerk)	Ms E Rugg (item 219.2) Mr M Webb
APOLOGIES:	Mr D Cheeseman Dr S Courtenage Professor R Dannreuther (attendee) Ms K Hayes (attendee) Professor A Hughes (attendee)	Professor G Megson Ms L Neil Mr A Woods Mrs D Yeo

219.1. ANNOUNCEMENTS

- 219.1.1. Apologies were noted as listed above.
- 219.1.2. The Chair welcomed Ms Freya Thompson, UWSU President to her first meeting as a member of the Court of Governors.
- 219.1.3. No interests were declared.
- 219.1.4. The Chair agreed to a request to un-star the Staff engagement survey report 2016 (and Action 219.20.1.1 below was agreed as a result). Otherwise, there were no requests from members to un-star items provided for information (Minutes 219.16 to 219.26).
- 219.1.5. The Chair advised members that the Committee of University Chairs is seeking university governor bodies to pilot the proposed Developing Diversity scheme. Members confirmed their support for the approach.
- 219.1.5.1. **ACTION Clerk** to inform the Committee of University Chairs that the Court would like to be involved in the pilot.

219.2. SIR SIMON MILTON WESTMINSTER UNIVERSITY TECHNICAL COLLEGE

- 219.2.1. Members received a presentation from the Director, HE Policy/Chair of the University Technical College (UTC) Trust. The briefing included governance and leadership, employer links, planned student numbers, specialisms and strengths, risk management, and the relationship with the University.

- 219.2.2. Members welcomed the presentation and commented on recruitment targets, the lack of gender diversity in the UTC leadership, the challenge of recruiting female students in transport engineering and construction, and potential constraints of the physical site.
- 219.2.3. The Director, HE Policy confirmed that students of the UTC would not be members of the University of Westminster Students' Union as it is a separate institution and some students will be under 16 years old; however, joint sporting and volunteering activities may be a possibility.
- 219.2.4. The Court confirmed their support for the UTC and offered whatever assistance may be appropriate.

219.3. VICE-CHANCELLOR'S REPORT

- 219.3.1. Members received and noted a report from the Vice-Chancellor plus two tabled appendices (Document COG 160720A). The report focused on the outcome of the referendum on UK membership of the European Union (EU) and also included a summary of University news since the last Court meeting. The appendices included a statement from the Vice-Chancellor on the strategic and political challenges the University must address in 2016-17 and confirmation of the appointment of Professor Michael Neumann.
- 219.3.2. The Vice-Chancellor reported that the University of Westminster is the most diverse university in the world, according to the recently published 'The Hotcourses Diversity Index', which assesses the mix of student nationalities at institutions across the UK, USA, Australia and New Zealand¹.
- 219.3.3. Members noted that:
- the Department for Education now has responsibility for Higher Education;
 - Jo Johnson will remain Minister of State for Universities and Science, within the new Department for Business, Energy and Industrial Strategy, with a cross-department brief to reinforce research and innovation activity within universities;
 - the role of Minister for London has been reinstated by Theresa May (having been scrapped by David Cameron in 2010); and
 - the Higher Education and Research Bill has its second reading debate on 19 July 2016, with the committee stage expected to commence in early September
- 219.3.4. Members heard that the government has released draft metrics for the Teaching Excellence Framework (TEF) and that there is a clear need to address the three core National Student Survey (NSS) metrics – 'the teaching on my course', 'assessment and feedback', and 'academic support'. Members noted that the University Executive Board (UEB) will consider the NSS results and student recruitment numbers at a special meeting on 16 August 2016.
- 219.3.5. The Court expressed a view that there is a need for an increased emphasis on the student experience and noted that the Vice-Chancellor will present a report from UEB on actions to improve performance against the TEF metrics at the Court away day on 5 October.
- 219.3.6. Members noted that following a UKVI audit of the University in August 2015 the results of the Basic Compliance Assessment have been confirmed. All requirements were met and the University has since submitted further information on the strength of attendance monitoring.
- 219.3.7. The Director, Finance and Operations informed members that HEFCE have requested additional information on forecast EU student numbers, staffing and research funding and commentary on the potential impact of the referendum result. The information will be submitted with the five-year forecast.

¹ <https://www.westminster.ac.uk/news-and-events/news/2016/university-of-westminster-is-named-most-diverse-university-in-the-uk>

- 219.3.8. Members posed questions on EU students' eligibility for student loans and the potential impact on student recruitment targets, the level of current University research funding from the EU, how the University is managing the uncertainty for EU staff and students.
- 219.3.9. Members noted University news and achievements since the last meeting and invited the Vice-Chancellor to pass on their congratulations to those involved.

219.4. MANAGEMENT INFORMATION – APRIL AND MAY 2016

- 219.4.1. Members received and noted the management information for April 2016, including the Quarter 3 forecast (Document COG 160720B), and May 2016 (Document COG 160720C). Members also received an analysis of on the key variances to budget through the current year to date (Document COG 160720D). All three documents had previously been considered by the Finance and Property Committee.
- 219.4.2. The Director, Finance and Operations outlined to the Court the headlines of the Quarter 3 forecast and the position at the end of May 2016.
- 219.4.3. Members queried whether any allocation of funding from the Quintin Hogg Trust not spent by the end of the financial year will be rolled forward and whether delays in recruiting staff could be linked potentially to NSS outcomes. Members heard that the University has begun to explore whether there is evidence for links between staff engagement and NSS survey outcomes.
- 219.4.4. Members noted that upon retrospective review, student behaviour in the recruitment cycle appears to have differed from previous years' patterns and that the removal of the cap on student numbers for 2015-16 created a particularly competitive environment. Whether or not this behaviour will become the norm will not be clear until the 2016-17 intake of students is confirmed. Challenging research income targets were not achieved and this also contributed to significant movements between forecasts. Notably, much of the reduction in forecasted income was offset by forecasted staff costs below the agreed budget.
- 219.4.5. The Vice-Chancellor informed the Court that he intends to brief members on the cycle for student and staff recruitment, research and enterprise grant funding, and the impact on the financial cycle for universities, at the Court away day on 5 October.
- 219.4.6. Members noted that the Clerk will circulate the June 2016 and July 2016 management information pack to governors as it becomes available.

219.5. UNIVERSITY BUDGET 2016-17

- 219.5.1. Members received and considered the final draft University budget 2016-17 (Document COG 160720E), which has been considered and agreed by the Finance and Property Committee.
- 219.5.2. As discussed earlier in the meeting, members noted that the main risk in the budget is connected to the recruitment of students for September 2016; if student numbers are below target then there will be a direct link to income. The University will continue throughout the year to work with budget holders to control costs and to deliver efficiencies. Members noted that the University will not be informed of the FRS17 pension charge until the actuary report in September.
- 219.5.3. Members heard that, following discussion at UEB and Finance and Property Committee, the income and expenditure budget for 2016-17 now includes a separate contingency line. The contingency will not be held in any departmental budget and will be applied if needed for any shortfall of income or unbudgeted expenditure; any draw down will be reported in year to UEB, Finance and Property Committee and the Court.

APPROVED

219.5.4. The Chair, Finance and Property Committee assured the Court that the Committee is aware that the budget may be difficult to achieve in the current environment and will be monitoring ongoing performance closely; as the University's understanding of the changing environment develops there may be a need to revisit the five year forecast and to amend the budget forecast for 2016-17.

219.5.5. **APPROVED** Court approved the University budget for 2016-17.

219.6. FIVE-YEAR FINANCIAL FORECAST

219.6.1. Members received and considered the five year forecast including the submission to HEFCE (Document COG 160720F), which has been considered and agreed by the Finance and Property Committee.

219.6.2. Members heard that the return to HEFCE is prepared under the new Financial Reporting Standard – FRS102; an explanation of accounting differences between UKGAAP and FRS102 is provided as an appendix to the report. Members noted that the five year forecast was produced before the referendum decision to leave the EU.

219.6.3. Members heard that the figures five year forecast align with the Westminster 2020 strategy targets by 2019-20 and that whilst they represent a challenge to the University to deliver increased academic enterprise and commercial income, UEB has agreed the forecast and consider it to be deliverable.

219.6.4. Members discussed whether there is a willingness generally amongst staff to engage with income generating activities and sought assurance that the University is addressing the need to drive for academic enterprise income while not detracting from the agreed focus on enhancing the student experience.

219.6.5. Members noted that capital expenditure will be agreed on a project by project basis and that business case submissions will be considered in the context of in year financial performance. Each year the planning process will support assessment of the appropriate timing and scope of capital expenditure.

219.6.6. **APPROVED** Court approved the five year forecast (in FRS102 format) for submission to HEFCE.

219.7. ESTATES STRATEGY 2016-20

219.7.1. Members received and considered the Estates strategy to 2020 (Document COG 160720G), which has been considered and agreed by the Finance and Property Committee.

219.7.2. Members discussed the need to be selective and to target projects that will improve the student experience. Members noted that the Estates Strategy Steering Group and Finance and Property Committee are supporting phased spending within project plans, where appropriate.

219.7.3. Members challenged the University to develop a stronger link between enhanced space utilisation and greater commercial opportunities.

219.7.4. Members heard that discussions continue with the Quintin Hogg Trust (QHT) regarding the University's leases and rents, and that a report will be prepared for a future meeting. This will be in addition to a discussion by the Court of how the relationship between the University and the QHT is developing.

219.7.5. **APPROVED** Court approved the Estates strategy 2016-20, noting that each project will require authorisation in line with the Financial Regulations.

219.8. BANK MANDATE REVIEW

219.8.1. Members received and considered a report on the outcomes of a review of bank mandates (Document COG 160720H), which has been considered and agreed by the Finance and Property Committee.

219.8.2. **APPROVED** The following amendments to be made to the bank mandate (Appendix B of the Financial Regulations) with immediate effect:

- a) Addition of Associate Director of Financial Services and Head of Tax Accounting and Compliance to Panel A
- b) Transfer of Head of Payroll and Pensions from Panel B to Panel A
- c) Addition of Deputy Payroll Manager and Head of Transaction Processing to Panel B
- d) Panel B: Financial Accountant job title to be amended to Treasury Team Leader

219.8.3. **APPROVED** The Court made resolutions in respect of the bank account with Lloyds Bank in accordance with the amended bank mandate.

219.9. MANAGING PERFORMANCE – POLICY AND PROCEDURES

219.9.1. Members received and considered the new Managing performance policy and procedures (Document COG 160720I), which have been considered and agreed by the HR Committee.

219.9.2. Members considered the introduction of the policy a great achievement and noted that there will need to be a lot of support to implement it. However, members considered the procedures and guidance to be long and detailed and proposed that the University gives some thought to how these might be communicated to staff, perhaps in a simplified format, to enhance accessibility and encourage engagement with the policy.

219.9.2.1. ACTION Director, Finance and Operations to inform the policy authors of the suggestion from the Court about communication to staff.

219.9.3. **APPROVED** Court approved the Managing performance policy and procedures, noting that the implementation date is to be confirmed.

219.9.3.1. ACTION Clerk to inform the Court of the implementation date at the next meeting.

219.10. STUDENT CODE OF CONDUCT AND STUDENT DISCIPLINARY PROCEDURES

219.10.1. Members received and considered the revised Student code of conduct and Student disciplinary procedures (Document COG 160720J), which have been considered and agreed by Academic Council.

219.10.2. Members noted that the Student disciplinary procedures in particular have been extensively revised alongside a suite of academic regulations and policies. Members were advised to refer to the minutes of the meeting of Academic Council held 22 June 2016 (Document COG 160720Qiii) for a record of approved amendments to such regulations and policies.

219.10.3. Members welcomed the offer from Mr Stephen Hart, Deputy Chair of the Court, to work with the Clerk to provide training and guidance for governors involved in student disciplinary appeal panels.

219.10.4. **APPROVED** Court approved the Student code of conduct and Student disciplinary procedures for implementation from 1 September 2016.

219.11. GOVERNANCE STRUCTURE IN SUPPORT OF THE STUDENT EXPERIENCE

219.11.1. Members received and considered recommendations for changes to the Academic Council committee structure (Document COG 160720K), which have been considered and agreed by Academic Council and UEB.

219.11.2. Members discussed the broad remit of the Teaching Committee and the Student Experience Committee in particular and noted that a schedule of business will be produced for each committee with working groups will be established as and when necessary to ensure detailed exploration of issues.

219.11.3. Members noted that the combination of quality assurance and enhancement of learning and teaching in the terms of reference for the Teaching Committee provides a clear structure for preparations for the TEF.

219.11.4. Members were informed that independent assessment of teaching quality is built into quality assurance processes through the role of External Examiner; that faculties often have external advisory boards that provide an external view of course provision; and that a number of staff involved in delivering services to students (and staff) are engaged with sector groups.

219.11.4.1. **ACTION Committee Chairs** to consider whether there is benefit in appointing external members or advisers when reviewing the terms of reference and membership at the first meeting.

219.11.5. **APPROVED** Court approved the revised committee structure reporting to Academic Council. Specifically:

- a) Academic Council is authorised to disestablish the Learning and Teaching Committee and Quality Review Committee and to establish a new sub-committee – the Teaching Committee – with terms of reference and membership approved as presented to this meeting.
- b) Academic Council is authorised to establish a new sub-committee – the Student Experience Committee – with terms of reference and membership approved as presented to this meeting.
- c) Academic Council is authorised to disestablish the Curriculum Planning and Review Committee and the Academic Portfolio Review Group and establish a new sub-committee, jointly reporting to UEB and Council – the Curriculum Review and Innovation Committee – with terms of reference and membership approved as presented to this meeting.

219.12. COURT MEMBERSHIP

219.12.1. Members received and considered recommendations from the Nominations Committee relating to membership of the Court (Document COG 160720L).

219.12.2. **APPROVED** Mr David Cheeseman (currently an independent co-opted member) to be appointed as an independent member with effect from 20 July 2016.

219.12.3. Members noted that the next meeting of Nominations Committee will be led by the Deputy Chair, Ms Diane Yeo, and will consider plans to appoint a new Chair when the current incumbent retires from the role in November 2017.

219.12.4. **APPROVED** The process outlined in draft Standing Order 3 Constitution of the Court to be implemented for the appointment to the role of Chair and Pro-Chancellor, subject to a correction to paragraph 2.5.11, which should state that the Court (not the Nominations Committee) shall appoint a Deputy Chair to take the role of Interim Chair.

APPROVED

219.12.4.1. **ACTION Clerk** to correct the draft Standing Order as noted above.

219.12.5. **APPROVED** The process outlined draft Standing Order 3 to be implemented for future appointments to the role of Deputy Chair of the Court, subject to an amendment to paragraph 2.6.5 to state that the Nominations Committee will make a nomination to the Court for approval.

219.12.5.1. **ACTION Clerk** to correct the draft Standing Order as noted above.

219.12.6. **APPROVED** The term of office for a Deputy Chair to the Court is three years. The appointment is not renewable except in exceptional circumstances (for example, to provide some continuity in the leadership of the Court).

219.13. **EFFECTIVENESS REVIEW 2016-17**

219.13.1. Members received and considered recommendations from the Nominations Committee for enhancements to the effectiveness review methodology (Document COG 160720M).

219.13.2. **APPROVED** The three year cycle of effectiveness reviews will continue, with the next review to take place in 2016-17.

219.13.3. **APPROVED** The Court will incorporate within the review process an assessment against the HE Code and the Court's statutory responsibilities.

219.13.4. **APPROVED** As a sub-committee of the Court, Academic Council will be included in the effectiveness review.

219.13.5. **APPROVED** The University will introduce an external perspective to the effectiveness review process.

219.14. **PREVENT SUBMISSION – FEEDBACK FROM HEFCE**

219.14.1. The Vice-Chancellor informed the Court that HEFCE have concluded that the University's overall policies, procedures and arrangements demonstrate that we have regard to the statutory Prevent Guidance. HEFCE suggested some further actions; all were under consideration internally and the University will report on progress to HEFCE.

219.15. **MINUTES OF PREVIOUS MEETING AND MATTERS ARISING**

219.15.1. **AGREED** The minutes of the Court of Governors meeting held on 1 June 2016 (Document COG 160720N) were agreed as an accurate record.

219.15.2. Members received and noted the summary of actions and matters arising from the meeting held on 1 June 2016 and those actions not reported as complete between September 2014 and June 2016 (Document COG 160720O).

219.15.3. **Meeting between Court and Students' Union leadership (Action 218.7.2.1)** Members noted that a date has not yet been confirmed for the meeting.

219.15.4. **Exchange fee waiver (Actions 217.5.4.1 and 218.8.3.1)** The Director, Finance and Operations reported that the University is making progress to extend the waiver to students who are participating on an exchange for one year regardless of whether or not it is a compulsory part of their degree.

219.15.5. **Summary of financial assistance (Actions 217.5.5.1 and 218.8.4.1)** The Director, Finance and Operations reported that his team are working with the Scholarships Committee on financial assistance for students; however, the document summarising all financial assistance available to students, requested by the Chair of the Scholarships Committee, has not yet been produced.

219.16. MINUTES FROM PRECEDING COMMITTEE MEETINGS

- 219.16.1. Members received and noted a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 160720P).
- 219.16.2. In addition to the summary of business, members received the following minutes (Document COG 160720Q):
- Nominations Committee 8 June 2016
 - Academic Council 22 June 2016
 - Finance and Property Committee 30 June 2016
- 219.16.3. Members noted that the Audit Committee minutes from 7 June 2016 and HR Committee minutes from 28 June 2016 have not yet been agreed by the relevant Chair and will be circulated with the draft minutes of this meeting.

219.17. STUDENT COMPLAINTS PROCEDURE

- 219.17.1. Members received and noted the revised Student complaints procedure (Document COG 160720R), which was approved by Academic Council on 22 June 2016 for implementation from 1 August 2016.

219.18. REGENT STREET CINEMA – SUBSIDIARY COMPANY INCORPORATION

- 219.18.1. On the recommendation of the Finance and Property Committee, the Court ratified the incorporation of UOW Regent Street Cinema Limited as a subsidiary of The University of Westminster company (Document COG 160720S).

219.19. EXTERNAL AUDIT OPERATIONAL PLAN 2015-16

- 219.19.1. Members received and noted the annual plan for the year ending 31 July 2016, which was agreed by the Audit Committee on 7 June 2016 (Document COG 160720T).

219.20. STAFF ENGAGEMENT SURVEY REPORT 2016

- 219.20.1. Members received and noted the outcomes from the staff engagement survey (Document COG 160720U), which was considered by the HR Committee on 28 June 2016.

219.20.1.1. ACTION Clerk to recirculate the report with the draft minutes from HR Committee on 28 June 2016.

219.20.1.2. ACTION Having reviewed the draft minutes HR Committee, **members** to advise the Clerk should they wish to discuss the report at the meeting in October 2016.

219.21. REVISED OPERATING MODEL FOR QUALITY ASSESSMENT - UPDATE

- 219.21.1. Members received and noted a summary of preparations for the Annual Accountability Statement in 2016-17 (Document COG 160720V).

219.22. SCHEDULE OF BUSINESS 2015-16

- 219.22.1. Members received and noted the completed Court of Governors schedule of business for the current academic year (Document COG 160720W).

219.23. MEMORANDUM OF ASSURANCE AND ACCOUNTABILITY BETWEEN HEFCE AND INSTITUTIONS

219.23.1. Members noted a letter from HEFCE that explains changes to the Memorandum of Assurance and Accountability, effective from 1 August 2016².

219.24. UNIVERSITY SECTOR FINANCIAL HEALTH CHECK 2016

219.24.1. Members noted a feature in the Times Higher Education supplement on the financial health of the University sector³. The feature is based on the latest financial data for 2014-15, gathered on behalf of Times HE by Grant Thornton from UK university accounts data.

219.25. DATES OF FUTURE MEETINGS

219.25.1. Court of Governors and Assembly of Governors

Wednesday 5 October 2016 12noon to 8pm in RS117 (Boardroom), 309 Regent Street

Wednesday 23 November 2016 in RS117 (Main boardroom), 309 Regent Street

3.00pm Joint meeting with Academic Council

4.00pm Court meeting

6.00pm Assembly of Governors/staff awards ceremony

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

Wednesday 31 May 2017 3.30pm in CH1.14 Cavendish House

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

219.26. ANY OTHER BUSINESS

Graduation ceremonies

219.26.1. The Chair thanked all governors who participated in the July graduation ceremonies and particularly the Deputy Chairs, Ms Rita Bellamy-James and Mr Stephen Hart, who each led ceremonies on behalf of the Chair.

219.26.2. The Chair made a request for prior notification where (a) family member(s) will be receiving a posthumous award on behalf of a relative.

219.26.2.1. ACTION Registrar to inform the Ceremonies team of the request in preparation for November 2016 and other future ceremonies.

219.26.3. A member queried whether the speeches by those in receipt of honorary awards are available to members of the Court unable to attend the ceremonies.

219.26.3.1. ACTION Registrar to raise the query with the Ceremonies team and provide members with access to any videos that are available.

219.26.4. Members noted that the next ceremonies will take place at the Royal Festival Hall on 21 and 28 November 2016.

219.26.4.1. ACTION Members to inform the Clerk which ceremonies they will be attending.

² <http://www.hefce.ac.uk/pubs/year/2016/201612/>

³ <https://www.timeshighereducation.com/features/university-financial-health-check-2016>