

**APPROVED**

**MINUTES OF THE 211<sup>TH</sup> MEETING OF THE COURT OF GOVERNORS HELD ON TUESDAY 25  
NOVEMBER 2014 IN THE MAIN BOARDROOM (ROOM RS117), UNIVERSITY OF WESTMINSTER, 309  
REGENT STREET.**

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PRESENT:	Mr P Kyle (Chair) Mr C Barnes Mr D Batchelor Mr J Begg Dr S Courtenage Dame K Dunnell Mr A Ganguli Mr S Hart Mr T Hope	Mr N Laws Mr K Mimouni (from item 2.1) Professor R Morgan-Tamosunas Mr G Morley Mr P Murphy Professor G Petts Mr M Smith Mrs D Yeo
IN ATTENDANCE:	Ms S Enright Mrs C Mainstone (Secretary) Ms N May, KPMG (Observer)	Mrs E McMillan (Clerk) Professor G Megson Mr M Webb
APOLOGIES:	Mrs R Bellamy-James Dame M Hogg Professor A Hughes	Mr J Wates Mr A Woods

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**211.1. ANNOUNCEMENTS**

- 211.1.1. Apologies were noted as listed above.
- 211.1.2. On behalf of the Court, the Chair congratulated Rita Bellamy-James who was invested on 21 November with the Vatican honour of Dame Commander of the Equestrian Order of the Holy Sepulchre of Jerusalem.
- 211.1.3. The Chair confirmed that items on the agenda may be un-starred at the request of any governor and that this does not require the agreement of the Chair. Members did not request for any items on the agenda to be un-starred.
- 211.1.4. Members were advised that all efforts will be made for papers to go out seven days in advance of the meeting date, however it was noted that for this meeting of Court there is a particular pressure due to time constraints at either side of the meeting. These constraints include on the one side the time required to complete the external audit and for the outcomes to be considered by the University Executive Board and Court sub-committees and on the other the deadline of 1 December for submission of the annual report to HEFCE.

**211.2. DECLARATION OF INTERESTS**

The Chair declared an interest in agenda item 3.2.3 and confirmed that he will leave the room for the discussion of that item.

## APPROVED

### 211.3. AUDIT COMMITTEE ANNUAL REPORT TO COURT 2013-14

- 211.3.1. It was noted that the annual report as presented is recommended by the Audit Committee
- 211.3.2. Members noted that although there are a number of Priority 1 recommendations and there has been an increase in the number of recommendations overall compared to the previous year, this is balanced throughout the report by comments confirming the internal audit team's overall satisfaction with the University's processes and procedures.
- 211.3.3. Members heard that there are no Priority 1 recommendations in the core audit areas for 2013-14 and that the non-core areas that the University has chosen to audit (usually new areas or areas that have not been looked at previously) are by their nature and selection likely to have more recommendations and some may well be Priority 1.
- 211.3.4. Members heard that Court and the University are alert to those areas where improvements can be made and that the management responses to audit reports evidence that the University is active in pursuing them, for example greater focus on value for money and including reporting on debtor analysis in the monthly management information pack.
- APPROVED**
- 211.3.5. Members approved the annual Audit Committee report, including the appendices, for submission to HEFCE. **ACTION: Chair of the Audit Committee** to sign the report after the meeting.

### 211.4. EXTERNAL AUDIT

- 211.4.1. Members were advised that the papers as presented were considered at the joint meeting of the Finance and Property Committee and the Audit Committee and are recommended by both committees.
- 211.4.2. Audit Highlights Memorandum and Management Letter 2013-14
- Members heard that the audit had progressed well and that KPMG have provided an unqualified audit opinion on the financial statements.
- 211.4.3. Letter of Representation and Management Statement of Assurance
- Members noted that this was a standard letter with no specific representations for the University.

### 211.5. ANNUAL REPORT AND FINANCIAL STATEMENTS 2013-14

- 211.5.1. Members were advised that the annual report and financial statements as presented have been through the relevant internal processes, are recommended by the Finance and Property Committee and have been fully reviewed by KPMG, the external auditors.
- 211.5.2. The Chair advised members that his entry in the biographical information on page 26 is not up to date. **ACTION: Director of Finance** to update the Chair's biography prior to submission and publication on the website.
- 211.5.3. One member noted that the annual report is an interesting read and provides a helpful summary of the work of the University. Members heard that the University is considering producing an annual review to present this information in a more widely accessible format.
- APPROVED**
- 211.5.4. The Deputy Chair of Court proposed approval of the annual report and financial statements and it was seconded by the Chair of the Finance and Property Committee.

*[At this point the meeting was adjourned for the AGM to take place and re-convened at its completion]*

211.5.5. On behalf of the Court the Chair thanked Nicola May from KPMG for her assistance over the years noting that her contribution has been enormously valuable to the University and offering congratulations on her new appointment.

**211.6. VICE-CHANCELLOR'S REPORT**

211.6.1. Members were informed that the University has successfully purchased 29 Marylebone Road, which will be a really useful asset for the institution and will firstly be used to house the new Institute of Advanced Studies, which it is hoped will attract leading academics from around the world to work with the University as well as being a focus for academic enterprise activity.

211.6.2. Members were informed that the University is focusing on improvements in league table positions as we progress through the new 5 year plan, with a particular focus on student experience and work with Students Union to translate the focus on the student experience into an improvement in National Student Survey (NSS) scores.

211.6.3. Members heard that the University is expecting to receive the outcome of the REF exercise on 16 December 2014 and noted that it is important that the University does well in this area as the outcome affects league table scores for the next 5 years.

211.6.4. The Vice-Chancellor's report reported a broad range of staff and student achievements with Dr. Joshua Oppenheimer's second film beginning to have an even greater impact than his first and Dr. Shirley Thompson's successes highlighted. **ACTION: Chair** to send a note of congratulation to Dr. Oppenheimer, to Dr. Thompson and to the team who have been awarded funding from Research for Health in Humanitarian Crises (R2HC) to strengthen the Ebola response.

211.6.5. One member asked for further information on activities being put in place to improve graduate employability for University of Westminster students. Members heard that graduate employability is a key feature of the Learning Futures programme and that the portfolio of the University – low numbers of STEM subjects alongside higher number of Arts programmes – contributes to the data for graduate employment within 6 months. **AGREED:** Members agreed that graduate employability would be a topic for one of the planned governor strategy meetings in 2014-15.

211.6.6. The Chair thanked governors who attended recent graduation ceremonies yesterday noting that governor attendance really makes a difference for students. Members are reminded to add the following dates for the 2015 ceremonies to their diaries as early as possible to encourage attendance:

Monday 6 July 2015	Monday 9 November 2015
Tuesday 7 July 2015	Monday 23 November 2015
Monday 13 July 2015	

211.6.7. It was suggested that the University could do more to get good news stories – such as the statistic that one in three architects entering the profession have completed the RIBA Part III qualification at the University – in the technical and professional press where it will have the most impact.

**211.7. ASSEMBLY OF GOVERNORS**

211.7.1. Members were reminded that the first meeting of the Assembly takes place on 3 December.

**APPROVED**

211.7.2. Members approved the proposed terms of reference for the Assembly.

**211.8. TREASURY MANAGEMENT – REPORT, STRATEGY AND POLICY REVIEW**

211.8.1. Members were advised that the report has been through the relevant internal processes and is recommended by the Finance and Property Committee.

211.8.2. Members were advised that the annual report to Court includes a report on last year's activity, the plan for 2014-15 and a review of the treasury management and investment policies.

211.8.3. Members heard that performance and the plan for 2014-15 are largely comparable to last year and the Director of Finance drew members' attention to the planned use of a third party organisation to get more diversification from treasury funds and provided a summary of the University's loans position.

**APPROVED**

211.8.4. Members approved the treasury management and investment policies.

**211.9. FINANCIAL FORECASTS – COMMENTARY AND TABLES 2013-14**

211.9.1. Members were advised that there has been a minor change to the reporting format and that HEFCE require a report of this year's financial outturn against the last year and notification of any significant variances in 2013-14 compared to the outturn reported in July as part of the mid-year forecasts.

211.9.2. Members heard that the debtor situation is not such a concern with debtors now increasingly with the Student Loan Company (SLC) and therefore more secure as payments from the SLC are secured provided students are in attendance.

211.9.3. It was noted that the commentary was not reviewed by the Finance and Property Committee prior to submission to the Court as the template was released after the committee met. The commentary reflects the information presented in the annual accounts, which have been through audit procedures and through the committee.

**APPROVED**

211.9.4. Members approved the commentary and tables for submission to HEFCE.

**211.10. MANAGEMENT INFORMATION PACK – SEPTEMBER 2014**

211.10.1. Members agreed that the new format is helpful and sets things out clearly, noting that it is a work in progress that will develop over the coming months. Members are welcome to point out any areas of the report that they find confusing as the report develops.

211.10.2. Members heard that the management information pack intends to provide information on how the institution is performing that goes beyond the financial KPIs. It was noted that not all KPIs will be reported on a monthly basis as they will not change within that timescale. The information pack will instead focus on appropriate KPIs each month.

211.10.3. Members were advised that the bottom six of the KPI objectives listed on page 4 are those set out by HEFCE in the ASSUR report as measures of financial health. The first twelve are objectives from 2020 strategy and therefore those the University is seeking to achieve by 2020. It was noted that the speed of progress to get to the 2020 position is not included in this report but the University will include targets for each year against these measures as the implementation plan is finalised.

211.10.4. Members heard that the 2014-15 forecast figures will be added to the Income and Expenditure report in the management information pack for October and that the cross against the 29 Marylebone Road entry in the Current Capital Projects Summary on page 10 is due to the higher purchase price, which was agreed through due process.

## APPROVED

211.10.5. One member raised a concern as to whether there may be an impact on controls relating to expenditure on the cinema project with the departure of the current Director of Estates and Facilities. Members were assured that there is handover period for the interim Director and that his focus will also be on the key projects. Members heard that the project management for the cinema project is not centred on the Director and that there is a Project Board, as well as a strong professional team in place on all of the major projects.

211.10.6. Members noted that there have been no reported changes to the risk profile since the last meeting.

### **211.11. HEFCE ANNUAL SUSTAINABILITY ASSURANCE REPORT (ASSUR)**

211.11.1. Members were advised that the report has been through the relevant internal processes and is recommended by the Finance and Property Committee.

211.11.2. Members were informed that it is the second year that HEFCE have requested submission of this report. Submission is not compulsory however around a half of universities are making a submission. Members heard that HEFCE are keen for universities to continue to engage with this agenda and to look at whether or not the Margin for Sustainability and Investment (MSI) is a sensible measure for sustainability.

211.11.3. Members were advised that once the annual targets to achieve the 2020 strategy objectives have been confirmed they will be reported on through this report.

### **AGREED**

211.11.4. Members agreed for the report to be submitted to HEFCE.

### **211.12. STAFF EQUALITY, DIVERSITY AND INCLUSION REPORT 2013-14**

211.12.1. The Registrar and Secretary presented highlights from the report on behalf of the Human Resources and Organisational Development department, noting that the report had been recommended by the HR Committee and that their comments are reported in the minutes from the committee meeting on 12 November.

211.12.2. Members heard that the University's performance in this area is good compared to the rest of the sector although a point to note is the difference between the diversity of our staff and our students.

211.12.3. The Chair advised members that equality, diversity and inclusion was the focus of the recent Chairs of University Committees (CUC) plenary session and that it is a focus of the sector as a whole. Members noted that the Court, and in particular the Nominations Committee, need to be mindful of the current composition of the Court when making new appointments to Court.

211.12.4. The Court thanked the department for the huge amount of work that goes in to the report.

### **211.13. REDUNDANCY POLICY AND PROCEDURES**

211.13.1. Members heard that the policy had been amended in order to comply with changes in legislation and that the revised policy has been recommended by the HR Committee.

211.13.2. One member raised a query as to why clauses related to re-appointment following redundancy (section 12 in the existing policy) have been omitted from the revised policy. It was reported that the HR Committee had not received a briefing on this change and that it may be an administrative error. **ACTION: Registrar and Secretary** to raise the query with the Director for Human Resources Management and inform the HR Committee of the reason for the omission. In the event that the clauses have been intentionally omitted the Director will report on the implications to the HR Committee and any concerns raised by the HR Committee will be presented to Court.

## APPROVED

### PROVISIONALLY APPROVED

- 211.13.3. Court approved the revised policy subject to satisfactory conclusion of the process above regarding the section on re-appointment following redundancy.

### 211.14. CODE OF PRACTICE FOR FREEDOM OF SPEECH

- 211.14.1. Members were advised that the Senior Executive Group approved the proposed amendments at their meeting earlier in the day.
- 211.14.2. Members heard that the University has established a new group called the Referred Student Activities Committee, chaired by the Pro Vice-Chancellor (Research and Knowledge Exchange), and that as part of its initial meeting the group looked at the Code of Practice.
- 211.14.3. Members noted that this is a very current issue that the University needs to be alert to, referring to the speech on counter-terrorism by the Home Secretary Teresa May the previous day and recent decisions taken by the University of East London to ban an external speaker and potentially segregated events.

### APPROVED

- 211.14.4. Members approved the amendments to the Code of Practice.

### 211.15. MINUTES OF THE LAST MEETING

#### AGREED

The minutes of the Court of Governors meeting held on 23 September 2014 were agreed as an accurate record.

### 211.16. MATTERS ARISING

- 211.16.1. One member noted that it is disappointing not to have the date of the governors' away day and Court meeting for September 2015 confirmed. **ACTION: Clerk** to clarify the date as a priority.
- 211.16.2. **Student representation on Court sub-committees (Minute 210.9.2)**
- 211.16.2.1. Members heard that student representation on sub-committees has been considered however it was noted that there are no further sub-committees where students might be directly represented (students are already represented on the Academic Council).
- 211.16.2.2. Members heard that the University and the Students Union have been exploring ways in which students can be more involved and add value to other areas of work, for example making improvements to NSS scores, the Learning Futures programme and activities around improving the student experience.
- 211.16.2.3. It was noted that the Students Union has access to the information from sub-committees through membership of the Court and the UWSU representative noted support for the approach outlined above.
- 211.16.3. **Estate investment programme (Minute 210.11.1)**  
**Commercial in confidence**
- 211.16.3.1. As noted in the Vice-Chancellor's report, members were advised that the University has successfully acquired 29 Marylebone Road (see minute 211.6.1 above).
- 211.16.3.2. Members heard in regard to the remaining potential acquisitions that a draft business case is being prepared for one and the others are in progress but at an earlier stage of discussions.

## APPROVED

### 211.16.4. **League table positions (Minute 210.11.2)**

Members were referred to earlier discussions around the Vice-Chancellor's report (see minutes under 211.6 above).

### 211.16.5. **External promotion (Minute 210.11.3.1)**

211.16.5.1. Members were advised that the University's PR contract is worth £90,000 per annum and that there are also two members of staff in the Department of Recruitment, Admissions and Marketing Services (RAMS) who support PR work. One is dealing with Social Media and the other is an intern; both are under the management of the Director of RAMS who is responsible for marketing and external PR.

211.16.5.2. Members heard that the Students Union had struggled with PR activities last year but that this year there are branded streams of activity and initiatives that are capturing students' attention and the Students Union intends to build on this. They have recently appointed a member of staff with responsibility for internal communications.

## 211.17. **NOMINATIONS COMMITTEE**

### 211.17.1. Minutes of last meeting

The minutes of the meeting held on 7 October 2014 were received.

### 211.17.2. Terms of reference

#### APPROVED

Members approved the proposed revised terms of reference for the Committee.

### 211.17.3. Court membership

#### APPROVED

211.17.3.1. Members approved the recommendation for a new governor appointment. **ACTION: Clerk** to invite the nominee to join the Court of Governors and to attend an induction session.

#### APPROVED

211.17.3.2. Members approved the Committee's recommendation to re-appoint the Chair for a further one year term to 26 November 2016 and noted that there is the opportunity for re-appointment for a final one year term to November 2017.

#### APPROVED

211.17.3.3. Members approved the adoption of the additional title Pro Chancellor to that of Chair of the Court of Governors. Members heard that the additional title of Pro-Chancellor is important not only when the Chancellor role might be vacant for a period but also to ensure that there is progressive leadership from the Chancellor to the Pro Chancellor to the Vice-Chancellor in the event that the Chancellor is not available or able to act.

211.17.3.4. Members were advised that the process to identify a new Chancellor continues, however the University will not be in a position, as the Committee had hoped, to announce the successor at the Inaugural Assembly event. The Committee are very alert to the first functions that the new Chancellor would be asked to officiate at in the New Year and are hoping to bring the process to a conclusion as soon as possible.

211.17.4. One member raised a query as to whether the Committee is making any progress in recruiting more women to the Court, noting that there are no women in the membership of the Finance and Property Committee. Members agreed that issues of equality and diversity and representation must be taken seriously and the Chair noted that the University seek always to encourage a diversity of nominees for governor appointments. Members were reminded that the Committee welcomes proposals for nominees from all at Court.

## APPROVED

**ACTION: Clerk** to send out a more formal call for nominees for Court vacancies to members of the Court sufficiently in advance of each relevant meeting of the Nominations Committee.

### 211.17.5. Senior roles

211.17.5.1. Members were informed that the University has appointed Suzanne Enright, currently Deputy Registrar and Secretary and Director of Information Services, as Interim Registrar and Secretary and that the University has also appointed an Interim Director of Estates and Facilities.

## AGREED

Due to the departure of three senior staff and the need to align the senior executive structure with the 2020 strategy there will be a review of senior roles. The senior role review panel will be chaired by Stephen Hart, Deputy Chair of Court and Chair of the HR Committee, and the review will be completed in time to report back to the Court meeting in March 2015.

### 211.18. **ACADEMIC COUNCIL**

The minutes of the meeting held on 15 October 2014 were received.

### 211.19. **AUDIT COMMITTEE**

The minutes of the meeting held on 11 November 2014 were received.

### 211.20. **FINANCE AND PROPERTY COMMITTEE**

211.20.1. The minutes of the meeting held on 11 November 2014 were received and it was noted that the minutes were confidential in part due to commercial sensitivities.

211.20.2. Members were advised that the meeting had been inquorate for part of the discussions and therefore two decisions were only provisionally approved. Since the meeting three absent members have supported these decisions and they will be confirmed at the next meeting of the Committee.

### 211.21. **JOINT AUDIT AND FINANCE & PROPERTY COMMITTEE**

The minutes of the meeting held on 11 November 2014 were received.

### 211.22. **HR COMMITTEE**

The minutes of the meeting held on 12 November 2014 were received.

### 211.23. **REMUNERATION COMMITTEE**

**In confidence**

211.23.1. The minutes of the meeting held on 4 November 2014 were received.

## APPROVED

211.23.2. Members approved the proposed revised terms of reference for the Committee subject to correction of the typographical error in bullet point 4

### 211.24. **SAFETY, HEALTH AND WELLBEING ANNUAL REPORT 2013-14**

Members noted the annual report 2013-14, which had been fully discussed at the HR Committee on 12 November 2014.

**211.25. PROFESSIONAL PERFORMANCE AND DEVELOPMENT ANNUAL REPORT 2013-14**

Members noted the annual report 2013-14, which had been fully discussed at the HR Committee on 12 November 2014.

**211.26. HEFCE ACCOUNTS DIRECTION 2014-15**

Members noted the accounts direction for 2014-15.

**211.27. DATES OF FUTURE MEETINGS**

**211.27.1. Court of Governors**

Tuesday 31 March 2015 at 3.30pm at 115 New Cavendish St (room tbc)  
NB. This meeting is expected to be preceded by a site tour at 3pm

Tuesday 2 June 2015 at 3.30pm in Room MG28, 35 Marylebone Road  
NB. This meeting is expected to be preceded by a site tour at 3pm

Tuesday 28 July 2015 at 3.30pm at the Harrow site (room tbc)

**211.27.2. Assembly of Governors**

Wednesday 3 December 2014 from 4pm at 309 Regent Street

**211.27.3. Governor strategy meetings (independent members only)**

Tuesday 3 February 2015 at 5.00pm in Room 109, 309 Regent Street  
Tuesday 14 April 2015 at 5.00pm in Room 109, 309 Regent Street

**211.27.4. Chair's group meetings (Chair of the Court and committee chairs only)**

Tuesday 3 February 2015 at 4.00pm in Room 109, 309 Regent Street  
Tuesday 14 April 2015 at 4.00pm in Room 109, 309 Regent Street

**211.27.5. HEFCE Assurance Review visit (Chair and Deputy Chair of the Court, Chair of the Audit Committee and Chair of the Finance and Property Committee only)**

Thursday 26 February 2015 (schedule of individual meetings circulated separately)

**ACTION:** Clerk to arrange a pre-meeting for governors who are required to meet with HEFCE.

**211.28. ANY OTHER BUSINESS**

211.28.1. On behalf of the Court the Chair noted that this is the last Court meeting to be attended by Rikki Morgan-Tamosunas, Deputy Vice-Chancellor and Carole Mainstone, Registrar and Secretary. The Chair also noted the resignation of Trevor Wills, Director of Estates and Facilities, who has often presented information to Court.

211.28.2. On behalf of governors and from a personal perspective the Chair paid tribute to these individuals noting that they have been enormously supportive to him in his role as Chair and in a personal capacity. The Chair thanked them for the huge amount of work they have undertaken for the University.

211.28.3. **ACTION:** Clerk to update records at Companies House, following Carole Mainstone's resignation from the role of Secretary to the Court, adding Suzanne Enright, Interim Registrar and Secretary, as the replacement.