

APPROVED

MINUTES OF THE 212TH MEETING OF THE COURT OF GOVERNORS HELD ON TUESDAY 31 MARCH 2015 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

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

212.1. ANNOUNCEMENTS

- 212.1.1. Apologies were noted as listed above.
- 212.1.2. The Chair welcomed to the meeting Ms R Gordon, UWSU Deputy President, attending on behalf of the UWSU President, and Professor J Lewis, Pro Vice-Chancellor and Dean, Faculty of Science and Technology.
- 212.1.3. The Chair advised members that item 3.1 Report on the business of the Court's sub-committees has been un-starred and will be discussed at the relevant point in the agenda.

212.2. DECLARATION OF INTERESTS

- 212.2.1. The following members and attendees declared an interest in agenda item 2.6 (see Minute 212.8):
- Professor G Megson, Interim Deputy Vice-Chancellor
 - Ms S Enright, Interim Registrar and Secretary
 - Mr M Webb, Director of Finance
 - Mrs E McMillan, Executive Officer (Governance)

- 212.2.1.1. **AGREED** Members agreed that all of the above members and attendees could remain present during the discussion of item 2.6.

212.3. VICE-CHANCELLOR'S REPORT

- 212.3.1. The Vice-Chancellor tabled a paper summarising the HEFCE Grant Letter March 2015, which had been received since the submission of his report. The Vice-Chancellor informed the Court that the University's quality-related research (QR) funding for 2015-16 had increased from the previous year and that the University is 56 out of 131 institutions for QR. The University is on the 31st percentile of universities for the total recurrent grant.
- 212.3.2. The Vice-Chancellor informed the Court that he has established an independent panel to scrutinise the University's current policies and processes relating to management of promotion of diversity and freedom of speech within the institution. Members heard that the panel will report by mid-June and that an advisory group, also including independent members, will consider the report and agree recommendations for consideration by the Court in July 2015. Approved recommendations will be implemented with effect from September 2015.
- 212.3.2.1. **AGREED** Following discussion the Court agreed delegation of the scrutiny of the University's current policies and practices relating to management of promotion of diversity and freedom of speech within the institution to the panel, including agreement of the panel terms of reference.
- 212.3.2.2. **ACTION Executive Officer (Governance)** to circulate the draft terms of reference for the panel to the Court for comment.
- 212.3.3. The Vice-Chancellor thanked Professor G Megson and Mrs K Hayes, Director of Recruitment, Marketing and Communications, for their management of the recent media interest. The Chair of Court echoed these thanks and thanked the Vice-Chancellor for his role in managing the situation and for keeping governors informed of developments (see also minute 212.4 below).
- 212.3.4. The Interim Registrar and Secretary informed the Court that the investigation into the leak of Mohammed Emwazi's student record to the press is ongoing; two members of staff have been suspended and are undergoing formal disciplinary procedures.
- 212.3.5. The Interim Deputy Vice-Chancellor informed the Court that the short-term ban on UWSU events has been lifted and that the Referred Student Activities Committee continues to meet and will consider applications for external speakers as scheduled.
- 212.3.6. As an addition to the news and achievements included in his report, the Vice-Chancellor directed the Court to an article in the Independent on Sunday and The Independent online¹ celebrating the refurbishment of the Regent Street Cinema, and informed the Court that Commercial Music Performance BMus Honours student Emmanuel Nwamadi has reached the final of the BBC's The Voice UK 2015.
- 212.3.7. The UWSU Deputy President informed the Court that Human and Medical Science BSc Honours student and Smoke TV presenter Rhys Stephenson was named the Best On-Screen Male at the National Student Television Awards 2015.
- 212.3.7.1. **ACTION Vice-Chancellor** to pass on the congratulations of the Court to the staff and students highlighted in his report.
- 212.3.8. A member informed the Court that a recent radio programme had included a complaint from a student (not from the University of Westminster) regarding difficulties in securing a graduate level job after leaving University. Members were reminded that graduate employability is a strategic theme and key indicator in the Westminster 2020 strategy.

¹ <http://www.independent.co.uk/arts-entertainment/films/news/britains-first-cinema-flickers-back-to-life-following-6m-refurbishment-10141498.html>, The Independent on Sunday, 29 March 2015

212.3.8.1. **ACTION Executive Officer (Governance)** to include a strategic discussion on graduate employability in the programme for the next Court away day. This will replace the recently cancelled Assembly of Governors discussion session on this topic.

212.4. PREVENT DUTY AND THE COUNTER-TERRORISM AND SECURITY ACT 2015

212.4.1. Members received and noted a copy of the government guidance on the Prevent Duty. The Chair encouraged members to familiarise themselves with the guidance.

212.4.2. The Interim Deputy Vice-Chancellor informed the Court that the University's duty under the Act will be managed through the Referred Student Activities (RSA) Committee and the Corporate Social Responsibility Group. Members heard that the Regional Prevent Co-ordinator will be invited to attend the Referred Student Activities Committee in May 2015 when the Committee will be considering the draft Prevent action plan for 2015-16.

212.4.3. The Interim Deputy Vice-Chancellor informed the Court that the guidance on the Prevent Duty does not include guidance in relation to external speakers; however this will be produced after the election. The Court will consider recommendations from the RSA Committee when conducting the annual review of the Code of Practice on Freedom of Speech in July. Members welcomed the sector's robust defence of its role in supporting freedom of speech.

212.4.4. The Vice-Chancellor advised the Court that he has a meeting with the new UWSU sabbatical officers scheduled for mid-July and that consultation with students regarding the Prevent duty will be on the agenda for the meeting. The UWSU Deputy President informed the Court that UWSU is willing and eager to be involved in communicating with students about these issues.

212.4.5. Members considered that the guidance raised some difficulties for implementation, particularly around the definition of terms such as 'appropriate'.

212.5. MANAGEMENT INFORMATION PACK – FEBRUARY 2015

212.5.1. Members received and noted the management information pack for February 2015, including the Quarter 2 forecasts, and noted that the University is fully covenant compliant.

212.5.2. Members noted the following changes to the risk register²:

- Risk monitors reviewed and monitor updated for Risks 1, 2, 5, 6, 10, 12, 18 and 19
- Risk owners reviewed and owner updated for Risks 2, 15 and 19
- Proposed further action – Risk 11
- Current controls and early warning mechanism – Risks 16 and 20
- New risk identified – Risk 21

212.5.3. A member queried whether the under-spend against the staffing costs budget was due to difficulties recruiting. The Court was informed that staff recruitment is not generally an issue and that recruitment is underway to ensure staff are in place for 2015-16 with a view to achieving the target staff-student ratio by 2020.

212.5.4. The Court discussed recent additional investment approved by the University Executive Board (UEB) from the 2014-15 surplus for projects to improve the student experience and/or to impact on league table measures.

² Governors can access the full risk register at <https://myintranet.westminster.ac.uk/about-us/corporate-services/planning-office/university-strategy-planning-and-risk/university-risk-management-framework-and-risk-register>

212.5.5. The Director of Finance informed the Court that an assessment of pension liabilities will be completed by September and factored into the pension liability note and the cost of servicing pensions. Court will consider the pension implications at the October meeting. The 2015-16 budget and five year forecast will be considered by the Finance and Property Committee and the Court in July.

212.6. 2016-17 FEE PROPOSALS

212.6.1. The Court considered a detailed paper outlining proposals for 2016-17 fees, which had been recommended by the Finance and Property Committee and UEB.

212.6.1.1. **AGREED** Members agreed the proposals outlined in the paper, subject to a correction to the figures in Appendix 19 identified by UEB.

212.6.1.2. **ACTION Director of Finance** to present a revised Appendix 19 to a future meeting of the Court.

212.6.1.3. **ACTION Executive Officer (Governance)** to explore whether the requirement for the Court to consider and approve tuition fees and other related matters is codified in the institution's governing instruments or other relevant memorandum.

212.7. HE CODE OF GOVERNANCE - COMPLIANCE

212.7.1. Members received and noted the HE Code of Governance, December 2014 and the Chair encouraged the Court to familiarise themselves with the requirements of the Code.

212.7.2. The Court received a review of the University's current compliance with the Code. Members noted that a report highlighting gaps and good practice will be produced and recommendations presented to a future meeting of the Court following further exploration and discussions with the Chair of Court and committee chairs.

212.7.2.1. **AGREED** The Court confirmed that the University will adopt the Code and will report in the Annual Report on application of the primary elements of the Code.

212.7.2.2. **AGREED** Application of the Code will be the focus of the next Chairs Group meeting.

212.8. SENIOR ROLE AND STRUCTURE REVIEW - IMPLEMENTATION³

212.8.1. The Court considered a series of recommendations from the Nominations Committee for implementation of the outcomes of the senior role and structure review. The Chair informed the Court that the Committee's recommendation in relation to the responsibilities of the Court for each post designated as the 'holder of a senior post' (Recommendation 7) should state that the Court will be responsible for the appraisal of the Vice-Chancellor and President but that the Vice-Chancellor and President is responsible for the appraisal of all others designated as 'holder of a senior post'.

212.8.1.1. **ACTION Executive Officer (Governance)** to correct the Nominations Committee minutes for 17 March 2015.

212.8.1.2. **AGREED RECOMMENDATION 1:** The new Deputy Vice-Chancellor (Student Experience) will be eligible for appointment as Provost.

212.8.1.3. **AGREED RECOMMENDATION 2:** In the event that the Deputy Vice-Chancellor (Student Experience) was to be appointed as Provost the appointment must be made conditional upon the completion of a satisfactory 12 month probationary period.

³ Where necessary post-minute notes have been added as footnotes to reflect clarifications agreed at the subsequent meeting of the Court, held 2 June 2015.

212.8.1.4. AGREED RECOMMENDATION 3⁴:

- a) The post of Executive Officer (Governance) will retain, and expand, its substantive role of Clerk to the Court;
- b) The duties of this part-time role will be realigned and assigned to the existing Executive Officer (Governance) without the need for either an external or internal appointment process as that has already taken place within the University's existing recruitment processes. However, a new job description and appropriate person specification will be drawn up and the grade re-evaluated; and
- c) The Clerk to the Court will have a dual reporting line – operational line management to be undertaken by the Vice Chancellor (or nominee) with a separate and direct reporting line to the Chair of the Court and Pro Chancellor.

212.8.1.5. AGREED RECOMMENDATION 4: ^{4 & 5}

- a) The role of Company Secretary will remain within the University;
- b) The role of Company Secretary will be taken on by the Director of Financial Services, with the Director of Finance (and subsequently Director of Finance and Operations) providing executive oversight; and
- c) The Company Secretary will conduct a review of the delegated authority to sign contracts on behalf of the institution currently within the role of 'Secretary', with a revised Standing Order 1 – Scheme of Delegation returning to a future meeting of the Court for approval.

212.8.1.6. ACTION Executive Officer (Governance) to include Standing Order 1 - Scheme of Delegation as an agenda item for the October meeting of the Court.

212.8.1.7. AGREED RECOMMENDATION 5: The Memorandum and Articles of Association will continue to list three roles as the 'holders of senior posts' – the Rector, the Deputy Rector, and the Secretary⁶ with provision to designate additional posts in a standing order approved and periodically reviewed by the Court⁷.

212.8.1.8. AGREED RECOMMENDATION 6: In addition to the three roles stated in the current Memorandum and Articles of Association all members of the Vice-Chancellor's 'top table', listed below, are designated as 'holders of senior posts':

- a) Deputy Vice Chancellors
- b) Registrar
- c) Director of Finance and Operations
- d) Director of Communications, Recruitment and Marketing⁷

212.8.1.9. AGREED RECOMMENDATION 7 (see also 212.8.1 above):

⁴ **Post meeting note:** Responsibilities of the Court in relation to the Clerk to the Court and the Company Secretary will be specified in additional clauses in the revised Memorandum and Articles (M&A) in recognition of the need for such governance roles to have an independent route to the Court. Neither role will be designated as the 'holder of a senior post' as defined in the M&A.

⁵ **Post meeting note:** The (Interim) Registrar and Secretary - and subsequently the Registrar - will undertake the role of Secretary to the Court and Company Secretary as defined in the current M&A and the Scheme of Delegation until such a time as proposed revisions to the M&A have been approved by the Privy Council.

⁶ The M&A will be updated to reflect the new titles agreed through the senior role and structure review.

⁷ **Post meeting note:** The roles listed in the revised M&A as 'holders of senior posts' will be the Vice-Chancellor and President, Provost, Registrar, and Director of Finance and Operations. The Deputy Vice-Chancellor (x 2) and the Director of Communications, Recruitment and Marketing will be additionally designated as 'holders of senior posts' in a standing order.

- a) For each post designated by the Court as a 'holder of senior post' the Court is responsible for the appointment, assignment, grading, suspension, dismissal and determination of the pay and conditions of service.
- b) The Court will be responsible for performance management of the Vice-Chancellor and President; this responsibility will usually be delegated to the Chair of the Court.
- c) The Vice-Chancellor will be responsible for performance management of all others designated as a 'holder of senior post'.

212.9. GRIEVANCE AND DISCIPLINARY POLICIES AND PROCEDURES

212.9.1. Members received and noted updated Grievance and Disciplinary policies and procedures, which had been considered and recommended by the HR Committee. A member queried whether Chairs of a grievance hearing or appeal would receive guidance on when non-disclosure of elements of the witness statement/s might be deemed 'appropriate'.

212.9.1.1. **AGREED** Director of Human Resources Management to draft guidance for Chairs to sit alongside the policy that will give examples and scenarios of what is appropriate.

212.9.1.2. **APPROVED** Members approved the updated Grievance Policy and Procedure and the updated Disciplinary Policy and Procedure. The policies and procedures will be effective from 1 May 2015 and will be due for review on 1 May 2018.

212.10. HEFCE ASSURANCE REVIEW – DRAFT REPORT AND UNIVERSITY RESPONSE

212.10.1. Members received the draft report from the HEFCE Assurance Review visit on 26 February 2015 and noted that the report raises relatively minor issues, all of which the University has addressed in the draft response to HEFCE.

212.10.1.1. **AGREED** Members agreed the institutional response to the draft report for submission to HEFCE.

212.11. MINUTES OF PREVIOUS MEETINGS

212.11.1. **AGREED** The minutes of the Court of Governors meeting held on 25 November 2014 were agreed as an accurate record.

212.11.2. **AGREED** The minutes of the special Court of Governors meeting held on 18 February 2015 were agreed as an accurate record.

212.11.3. Members received and noted the summary of actions and matters arising from the meetings held on 25 November 2014 and 18 February 2015.

212.12. MINUTES FROM PRECEDING COMMITTEE MEETINGS

212.12.1. Members received and noted a report on the business conducted at meetings of the Court's sub-committees since the last meeting.

212.12.2. The Chair invited members of Court to propose nominees for the position of non-governor member of the Remuneration Committee; the non-governor member would have the same voting rights as other members of the Committee. The deadline for nominations is Friday 1 May 2015 and nominations should be sent to the Chair of the Nominations Committee and the Executive Officer (Governance, including either a copy of the nominee's CV or contact details for the nominee so that the Executive Officer (Governance) could request a CV.

212.12.3. The Chair informed members that there is a need for the Court to look at the diversity of its own membership and that of the sub-committees. Diversity is an increasing focus with various bodies (e.g. HEFCE, Committee of University Chairs, Leadership Foundation for HE) and the Chair informed Court that the Nominations Committee will address this topic.

APPROVED

- 212.12.4. The Chair informed members that the Nominations Committee had noted that one of the sub-committees does not have a Deputy Chair and are seeking to address the issue.
- 212.12.5. Members noted that Mr J Hirschmann had been elected as UWSU President, with effect from 1 July 2015. The Chair advised the Court that he and the Deputy Chair of the Court plan to meet with the new UWSU President and the UWSU CEO for an informal discussion.
- 212.12.5.1. **APPROVED** The Court confirmed the newly elected UWSU President as student governor with effect from 1 July 2015.
- 212.12.5.2. **ACTION Executive Officer (Governance)** to circulate a brief biography for the newly elected UWSU President with the minutes of this meeting.
- 212.12.6. Members received and noted the recommendations of the Nominations Committee for Honorary Fellowships and Honorary Doctorates.
- 212.12.6.1. **APPROVED** The Court approved the following nominations:
- William McGuire "Bill" Bryson OBE FRS – Honorary Doctorate
 - Tim Edmundson MA RTPI – Honorary Fellow
 - Carole Mainstone – Honorary Fellow
 - Rikki Morgan-Tamosunas – Honorary Fellow
- 212.12.6.2. **APPROVED** The Court provisionally approved a further nomination for a nominee currently in public office. The nomination will be confirmed and the award conferred only when the nominee has left office.
- 212.12.6.3. **ACTION Executive Assistant and Officer Manager, Vice Chancellor's Office** to contact the approved nominees.
- 212.12.7. In addition to the summary of business, members received the following draft minutes:
- Academic Council, 10 December 2014
 - Audit Committee, 10 March 2015
 - Finance and Property Committee, 3 March 2015
 - HR Committee, 25 February 2015
 - Nominations Committee, 17 March 2015
- 212.13. UWSU FINANCIAL STATEMENTS 2013-14**
- 212.13.1. Members received and noted the UWSU Financial Statements for the year ending 31 July 2014, considered by the Finance and Property Committee on 3 March 2015.
- 212.14. PEOPLE MANAGEMENT INFORMATION REPORT**
- 212.14.1. Members received and noted the report for the period July to December 2014, considered by the HR Committee on 25 February 2015. The report provided key people management monitoring information to inform progress against University strategies and summarised implications for action.
- 212.15. CHARITY COMMISSION GUIDANCE**
- 212.15.1. Members received and noted the need to familiarise themselves with the Charity Commission guidance on public benefit and charitable purposes, published September 2013.

212.16. RESEARCH EXCELLENCE FRAMEWORK UPDATE

212.16.1. Members received and noted an update from the Interim Deputy Vice-Chancellor on the outcomes of the Research Excellence Framework assessment. Members heard that the University had doubled the amount of 4* research in the institution whilst submitting almost the same number of staff and that both units submitted from the Faculty of Media, Arts and Design are in the top 5 in the country. Members noted that improvements could be made on the environment section for future submissions.

212.17. REVIEW OF UNIVERSITY VALUE FOR MONEY ARRANGEMENTS 2013-14

212.17.1. Members received and noted the Internal Audit review of the University's value for money arrangements as referenced in the Audit Committee's annual report to Court 2013-14 and considered by the Court on 11 November 2014.

212.17.2. The Director of Finance assured members that the changes to procurement rules for public bodies have been picked up by the Procurement team.

212.18. DATES OF FUTURE MEETINGS

212.18.1. Court of Governors

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 in Room JG.05, Harrow site

Tuesday 6 October 2015 (away day and meeting) 12noon to 8pm (location tbc)

Wednesday 25 November 2015 at 3.30pm (location tbc)

212.18.2. Assembly of Governors – discussion session

Tuesday 14 April 2015 at 5.30pm in Room RS109, 309 Regent Street

Replaces the governor strategy meeting scheduled for this date

212.18.3. Chair's group meeting (Chair of the Court and committee chairs only)

Tuesday 14 April 2015 at 4.00pm in Room RS109, 309 Regent Street

212.18.4. Graduation ceremonies (all will take place at Royal Festival Hall and governors are encouraged to attend)

Monday 6 July 11.00am and 2.30pm – Social Sciences and Humanities

Tuesday 7 July 11.00am and 12.30pm – Westminster Business School

Tuesday 7 July 3.00pm – Architecture and the Built Environment

Monday 13 July 11.00am – Media, Arts and Design

Monday 13 July 2.30pm – Science and Technology

Monday 9 November 10.00am – Architecture and the Built Environment

Monday 9 November 12.30pm and 3.00pm – Westminster Business School

Monday 23 November 10.00am – Social Sciences and Humanities

Monday 23 November 12.30pm – Media, Arts and Design

Monday 23 November 3.00pm – Science and Technology

212.18.5. ACTION Executive Officer (Governance) to circulate the date of the Chancellor's installation (when confirmed) and the date of the rescheduled Alumni dinner.

212.19. ANY OTHER BUSINESS

212.19.1. The Chair requested that additional efforts are made to circulate a complete set of papers a week in advance of each meeting.

212.19.2. The Pro Vice-Chancellor and Dean, Faculty of Science and Technology, presented to the Court a showcase of the Faculty⁸ including:

- vision and ethos
- structure
- professional accreditations and outreach activities
- applications and enrolment
- teaching quality, NSS trends and Learning Futures engagement
- external profile
- research income, research excellence and enterprise strength
- towards 2020 and estates and administrative support required
- awards achieved by the Faculty and faculty members.

212.19.3. The presentation was followed by an optional tour of the Faculty of Science and Technology at 115 New Cavendish Street, followed by a reception with a group of faculty academic staff.

⁸ The presentation is available to Court members and attendees via the Court Hub site