

APPROVED

MINUTES OF THE 232ND MEETING OF THE COURT OF GOVERNORS HELD ON WEDNESDAY 18 JULY 2018 IN ROOM CH1.14 CAVENDISH HOUSE, UNIVERSITY OF WESTMINSTER, 101 NEW CAVENDISH STREET.

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| PRESENT: | Mr S Hart (Chair) Mr C Barnes Mr J Begg Ms C Bernard Dr P Bonfield Mr D Cheeseman Mr G Davies Dame K Dunnell Dame M Hogg Ms V James | Mr G Morley Mr P Murphy Ms L Naseem, UWSU Ms H Owen The Venerable Canon D Stanton Ms C Valeur Ms P Wales Mr J Wates Ms N Zaremba |
| IN ATTENDANCE: | Professor R Dannreuther Mr C Hinge (items 232.1 and 232.2) Professor A Hughes | Mrs E McMillan (Clerk) Mr I Wilmot (item 232.4) |
| APOLOGIES: | Mr J Cappock (attendee) Professor G Megson | Mr M Smith Mrs D Yeo |

Clerk's note: This meeting of the Court of Governors was preceded by a presentation from representatives of the Quintin Hogg Trust/Quintin Hogg Memorial Fund to the Court and the University Executive Board on their property development plans.

232.1. ANNOUNCEMENTS

- 232.1.1. Apologies were noted as listed above.
- 232.1.2. Members noted that there is a standing declaration of interest from Dame Mary Hogg for any matters relating to the Quintin Hogg Trust (QHT) or Quintin Hogg Memorial Fund (QHMF). Dame Mary made a specific declaration of conflicted interest with regards to the discussion of the QHT/QHMF presentation on development plans (refer to Minutes 232.2.9 to 232.2.13). Members authorised the conflict in line with Article 20 of the University's Articles of Association.
- 232.1.3. The Chair agreed a request to discuss agenda item 2.8 Student disciplinary regulations (refer to Minute 232.6). The Chair confirmed that there were no requests to discuss the remaining starred items (refer to Minutes 232.8 to 232.14).
- 232.1.4. The Chair agreed a request from the Clerk to discuss governor appointments under agenda item 5 'Any other business' (refer to Minute 232.15).
- 232.1.5. The Chair briefed the Court on the recent graduation ceremonies and on the University's activities in support of Pride 2018.

232.2. ESTATE STRATEGY UPDATE

Estate strategy progress update

- 232.2.1. The Director, Estates Planning and Services presented highlights of the summary report of recent progress on development of the new Estate strategy (Document COG 180718A).
- 232.2.2. Members noted that the final Estate strategy will be presented to the Court on 22 November 2018, having first been considered by the Finance and Property Committee and the University Executive Board (UEB).
- 232.2.3. The Chair, Audit Committee reported that during a recent meeting the University's external auditors informed her that there may be tax implications should there be a change of use of a University owned property for accounting purposes.
- 232.2.3.1. ACTION Director, Estates Planning and Services** to discuss with the Director of Finance and include reference to this matter in his next report to the Finance and Property Committee.
- 232.2.4. Independent governor, Mr Philip Murphy, who is a member of the University's Estate Strategy Steering Group, confirmed that the Group is aware of the Court's view on retaining and optimising use of the Harrow site and this is under consideration as part of the strategy development. The Director provided a brief update on ongoing discussions with Brent Council regarding future plans for the Harrow site.
- 232.2.5. Members noted that the Estate Strategy Steering Group will become the Estate Advisory Group from August 2018 and received the Group's terms of reference and membership for information. The Chair, Finance and Property Committee queried whether the Finance and Property Committee should have a role in nominating the independent governor(s) for the Group, rather than the Group's Chair (the University Secretary and Chief Operating Officer (USCOO)). The Clerk advised that this Group is operational and that membership decisions rest with the executive.
- 232.2.5.1. ACTION Director, Estate Planning and Services** to inform the USCOO of the request for the Finance and Property Committee to be consulted with regards to independent governor nominees for the Group.
- 232.2.6. The Director confirmed that the University expects to complete the exchange on the property for disposal by the end of July 2018 and that the condition for approval of the disposal – confirmation in the contract that the deposit is non-returnable – has been met.
- 232.2.7. An independent governor challenged the suggestion in the minutes from the Estate Strategy Steering Group meeting held 21 June 2018 that plans for a named University property may be progressed outside of the emerging Estate strategy. The Director confirmed that this would not be the case.
- 232.2.8. In response to a query from an independent governor, the Director confirmed that he has received the health and safety reports referred to in the Steering Group's minutes.
- QHT/QHMF development plans**
- 232.2.9. Members discussed their views on the presentation from the QHT/QHMF that took place prior to this meeting.
- 232.2.10. **AGREED** Members confirmed their support for the imminent planning application in relation to the southern site (noted that the Vice-Chancellor (VC) intends to provide a letter of support on behalf of UEB).
- 232.2.10.1. ACTION Chair to the Court** to send a letter of support to the QHT/QHMF Chair.

- 232.2.11. Members considered there are exciting opportunities to work together with the QHT/QHMF to benefit the education and wellbeing of current and future students.
- 232.2.12. Members raised queries around the detail of what is informing the development plans and what outputs and outcomes the project might offer.
- 232.2.13. Members were keen to continue the discussion, share information, and work in partnership to deliver the respective and complementary objectives of the University and the QHT/QHMF.
- 232.2.14. Members noted that the VC and other members of the executive will continue discussions with the QHT/QHMF and report to the Court on progress as appropriate.
- 232.2.15. Members confirmed their support for the VC's plans to work in partnership with other external bodies around the health and wellbeing agenda.
- 232.2.16. The Chair to the Court reminded members that the QHT/QHMF's vision and medium- to long-term plans are strictly confidential.

232.3. VICE-CHANCELLOR'S REPORT

- 232.3.1. Members received and noted the Vice-Chancellor's report (Document COG 180718B), which includes the final update on progress against the transformation plan and the transformation projects risk register.
- 232.3.2. The VC supplemented the written report with an oral update on work with UEB to refresh the University strategy. In response to a query from an independent governor, the VC confirmed that he is working with colleagues to develop University key performance indicators (KPIs) and a regular report on lead and lag indicators for these KPIs.
- 232.3.3. Members welcomed the opportunity to explore further with UEB the University's strategy and how the expertise and networks of governors can support the University at the away day in September.
- 232.3.4. The VC confirmed he will continue to work with UEB members to confirm their roles, responsibilities and accountabilities and on personal and professional development objectives over the next two months. The Court noted that they will receive confirmation of the distribution of leadership portfolios and their respective staffing structures at the next meeting.
- 232.3.5. Members discussed with the VC queries regarding employability, Clearing and recruitment, promotion of the University and its course provision, and leadership and staffing for the marketing function.

232.4. MANAGEMENT ACCOUNTS REPORT

- 232.4.1. Presented by the Director of Finance. Members received and considered the management accounts for May 2018 (Document COG 180718C). The report covers Period 10 of the financial year 2017-18 and has been considered by UEB.
- 232.4.2. Members noted that surplus is broadly in line with budget, capital spend in May was minimal but is expected to increase over the summer period due to planned work, and that the University has received the final instalment payment from the Student Loan Company, which has reduced the student debtor figure.
- 232.4.3. The Director confirmed that the University remains loan covenant compliant.

232.4.4. Members discussed with the Director queries regarding forecast dropouts, and reduced marketing expenditure. The executive reported that a Marketing strategy is being prepared for approval by UEB and that the Deputy Vice-Chancellors are leading on enhancement of open days and applicant days.

232.5. ACADEMIC COUNCIL TERMS OF REFERENCE AND MEMBERSHIP

232.5.1. Members received and considered a proposal for updates to the Academic Council terms of reference and membership (Document COG 180718D), which is recommended by Academic Council.

232.5.2. The Clerk briefed members on the proposed membership changes and confirmed the commitment to elected representation in the membership.

232.5.3. **AGREED** For the purposes of the Articles of Association, the Court adopts a broad definition of 'Dean', to include: a head of college, school (inc. Graduate School), other academic unit (e.g. research institute or the Centre for Teaching Innovation), or administrative division (i.e. Professional Services directorate).¹

232.5.4. The VC informed the Court that he would welcome a rich, diverse array of colleagues in the membership elected through an open and fair process.

232.5.5. **APPROVED** Academic Council terms of reference and membership to be amended as presented with effect from 1 August 2018.

232.6. STUDENT DISCIPLINARY REGULATIONS AND STUDENT CODE OF CONDUCT 2018-19

232.6.1. Members received and considered updates to the Student disciplinary regulations, which are recommended by Academic Council and noted the Student code of conduct, which is unchanged from 2017-18 (Document COG 180718H).

232.6.2. A staff governor queried the role of the Head of College as Chair of a Stage 2 Disciplinary Panel. The governor considered it likely that the Head of College would be informed of any disciplinary case in the College and therefore could not be considered to be "*independent of the case*".

232.6.3. **APPROVED** Updated Student disciplinary regulations to be implemented with effect from 1 August 2018. Student code of conduct reconfirmed for 2018-19.

232.6.3.1. ACTION Clerk to refer the query regarding the independence of the Head of College to Academic Council for consideration.

232.7. MINUTES OF PREVIOUS MEETING AND MATTERS ARISING

232.7.1. **AGREED** The minutes of the Court of Governors meeting held on 6 June 2018 (Document COG 180718I) were agreed as an accurate record, subject to a correction to the description of the query raised in Minute 231.10.2.

232.7.2. Members received and noted the summary of actions and matters arising from previous meetings (Document COG 180718J).

232.7.3. **HE Senior Staff Remuneration Code (Action 231.1.8.1):** The Clerk confirmed to members by email on 22 June that the new Remuneration Code is available to view in the Court of Governors SharePoint site.

¹ The Articles of Association specify that the "*majority of members of the Academic Council shall comprise members of the staff holding the post of Dean or a post senior thereto*". Paragraph 24.1, Articles of Association, September 2017

232.7.4. **Estate strategy progress update (Action 231.5.4.1):** Members noted an explanation of the term 'stress testing' in terms of the assumptions supporting business cases.

232.7.5. **Student complaints procedure (Action 231.10.3.1):** Members noted the reasons why Academic Council do not agree with the view expressed by the staff governor regarding the role of the Investigating Officer. Members noted that approval of the procedure is delegated to Academic Council and the Court should have been invited to note not to approve the procedure at the last meeting. In June 2018 Academic Council approved an updated procedure to reflect new structures and role titles; members received a copy of the updated procedure (Appendix A).

232.7.6. **Bank mandate (Minutes 231.22.1 to 231.22.3):** Members noted the following changes to the bank mandate (Appendix B), as approved by the USCOO with effect from 21 June 2018:

- Head of Transaction Processing (new role title Head of Finance Operations) moves from Panel B to Panel A
- Business Partner role added to Panel A
- Financial Reporting Adviser removed from the mandate

232.8. FIVE YEAR FORECAST

232.8.1. Members received the updated five year forecast (Document COG 180718E), which is recommended by the Finance and Property Committee.

232.8.2. **AGREED** Five year forecast and commentary to be submitted to the Office for Students.

232.9. DELEGATION OF AUTHORITY OF POWER TO DISMISS

232.9.1. Members received proposed amendments to the current designation of post holders with delegated authority to suspend and/or dismiss staff to take account of new academic and Professional Services structures (Document COG 180718F).

232.9.2. **APPROVED** The Vice-Chancellor's delegation of the power to dismiss staff is extended to the posts below with effect from 1 August 2018:

- Holders of senior posts (x 4)
 - Vice-Chancellor and President
 - Deputy Vice-Chancellors (x 2)
 - University Secretary and Chief Operating Officer
- Heads of College (x 3)
- Heads of School (x 12)
- College and Research Institute Directors (x 3)
- Associate Heads of College (x 6)

- Staff within Professional Services at Grade level 3 and above, with the exception of the Director, Human Resources and Organisation Development and Wellbeing² (x 9)

If any of the posts above (including any 'holder of a senior post') is occupied by an agency worker or a consultant the individual is not empowered to suspend or dismiss staff.

232.9.2.1. ACTION Clerk to update Standing order 2 Appointment, suspension and dismissal of staff.

² The Director of Human Resources and Organisational Development and Wellbeing is excluded from the list due to potential conflicts of interest.

232.10. DISCIPLINARY POLICY AND PROCEDURE AND GRIEVANCE POLICY AND PROCEDURE

232.10.1. **APPROVED** Members reconfirmed the existing policies and procedures (Document COG 180718G), which are recommended by the HR Committee.

232.11. MINUTES FROM PRECEDING COMMITTEE MEETINGS

232.11.1. Members received a report on the business conducted at meetings of the committees of the Court since the last meeting (Document COG 180718K).

232.11.2. In addition to the summary of business, members received the following minutes (Document COG 180718L):

- Academic Council – 20 June 2018
- HR Committee – 26 June 2018
- Finance and Property Committee - 28 June 2018 (redacted)

232.11.3. Members noted that where matters considered by committees require discussion or decision by the Court they have been included on the agenda for this or a future meeting.

232.12. OFFICE FOR STUDENTS GRANT LETTER – UNIVERSITY OF WESTMINSTER

232.12.1. Members received the University's grant letter for 2018-19 (Document COG 180718M).

232.13. SCHEDULE OF BUSINESS 2017-18

232.13.1. Members received the completed schedule of business (Document COG 180718N).

232.14. DATES OF FUTURE MEETINGS

232.14.1. **Court of Governors**
12 September 2018 12noon to 6pm (away day) – location tbc
3 October 2018 3.30pm
28 November 2018 3.30pm
20 March 2019 3.30pm
5 June 2019 3.30pm
17 July 2019 3.30pm

Meetings may be preceded by briefings from 3.00pm.

232.14.2. **Graduation ceremonies**
Monday 12 November 2018
Monday 26 November 2018

Ceremonies take place at the Royal Festival Hall.

232.15. ANY OTHER BUSINESS

Membership of the Court of Governors

232.15.1. An independent governor member of Nominations Committee presented nominees for the two current independent governor vacancies.

232.15.2. Members discussed the lack of diversity in the Court membership, particularly in terms of race, and whether or not the Court ought to hold vacancies in the membership to allow prioritisation of specific groups. Members noted that the two nominees under consideration are actively seeking non-executive roles and the Court may lose the skills and experience they could bring to the Court if a decision is postponed. The Chair called for a vote by a

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show of hands on the proposal to postpone a decision. Of the 19 governors present, 1 voted in favour and 18 against. Only members of the Court are eligible to vote.

232.15.3. The Chair, HR Committee informed members that the Committee had a good discussion at their last meeting about diversity in senior management and academic positions, and the Committee agreed that the University should take action to improve staff diversity.

232.15.4. A member asserted that targets are necessary to achieve the desired change.

232.15.5. **APPROVED** Ms Lin Phillips to be appointed as independent member of the Court for an initial three year term of office from 1 September 2018 to 31 August 2021.

232.15.6. **APPROVED** Mr Simon Wylie to be appointed as independent member of the Court for an initial three year term of office from 1 September 2018 to 31 August 2021.

232.15.6.1. **ACTION Clerk** to circulate the nominees' CVs to members for information and add to the record for this meeting.

232.15.6.2. **ACTION Nominations Committee** to discuss diversity in the membership of the Court and agree actions to address the issue.